

PRENTKI RONALD J

Form 4

February 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRENTKI RONALD J

(Last) (First) (Middle)

PRENTKI RONALD J., 32
EASTON ROAD

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PROGENICS
PHARMACEUTICALS INC
[PGNX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (par value \$0.0013)	02/01/2005		M ⁽¹⁾	6,000	A \$ 9.25 39,578 ⁽²⁾	D	
Common Stock (par value \$0.0013)	02/01/2005		S ⁽¹⁾	1,000	D \$ 20.25 38,578 ⁽²⁾	D	
Common Stock (par value \$0.0013)	02/01/2005		S ⁽¹⁾	1,000	D \$ 20.2 37,578 ⁽²⁾	D	

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value
\$0.0013)

Common
Stock (par
value
\$0.0013)

02/01/2005

S⁽¹⁾

2,000

D

\$ 20.1

35,578 ⁽²⁾

D

Common
Stock (par
value
\$0.0013)

02/01/2005

S⁽¹⁾

1,000

D

\$
20.15

34,578 ⁽²⁾

D

Common
Stock (par
value
\$0.0013)

02/01/2005

S⁽¹⁾

1,000

D

\$ 20

33,578 ⁽²⁾

D

Common
Stock (par
value
\$0.0013)

02/02/2005

M⁽¹⁾

11,000

A

\$ 9.25

44,578 ⁽²⁾

D

Common
Stock (par
value
\$0.0013)

02/02/2005

S⁽¹⁾

10,000

D

\$ 20.5

34,578 ⁽²⁾

D

Common
Stock (par
value
\$0.0013)

02/02/2005

S⁽¹⁾

1,000

D

\$ 20.6

33,578 ⁽²⁾

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Stock Option (Right to Buy)	\$ 9.25	02/01/2005	M	6,000	<u>(1)</u>	10/07/2008	Common Stock	6,000
Stock Option (Right to Buy)	\$ 9.25	02/02/2005	M	11,000	<u>(1)</u>	10/07/2008	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRENTKI RONALD J PRENTKI RONALD J. 32 EASTON ROAD WESTPORT, CT 06880	X		President	

Signatures

Ronald J.
Prentki

02/03/2005

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On October 8, 1998, the Reporting Person received from the Issuer, pursuant to the Issuer's 1996 Stock Option Plan, options to acquire 190,000 shares of Common Stock of the Issuer. The stock options became exercisable in equal installments over 5 years on each October 7th, with the last option becoming exercisable on October 7, 2003. The Reporting Person previously exercised 98,200 options under this grant. The Reporting Person is exercising additional options under this grant in pre-established increments under and in accordance with the provisions of a previously established Plan of Sale under Rule 10b5-1, which was established in accordance with the policies and procedures of the Issuer approved by its Board of Directors.

(2) Includes 15,800 shares of restricted stock granted on July 1, 2004, which become unrestricted in four equal annual installments beginning on June 20, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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