Actinium Pharmaceuticals, Inc.
Form 4
May 22, 2015

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVE KAUSHIK J

(Last) (First) (Middle)

C/O ACTINIUM PHARMACEUTICALS, INC, 546 FIFTH AVENUE, 14TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Actinium Pharmaceuticals, Inc. [ATNM]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, CEO and Interim CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 (A) 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)
			Code	V	Amount	(A) or (D)	Price			
Common stock	05/07/2015		F		7,083 (1)	D	$ 2.45 (2)	57,083	D	
Common stock	05/07/2015		D		27,501	D	$ 2.45	57,083	D	
Common stock	05/07/2015		F		16,000 (3)	D	$ 2.45 (4)	73,083	D	
Common	05/07/2015		D		68,000	D	$	73,083	D	

Stock					2.45		
Common stock	05/07/2015	F	12,500 (5)	D	$ 2.45	85,583	D
Common stock	05/07/2015	D	25,000	D	$ 2.45	85,583	D

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	$ 2.52	05/07/2015		A		82,128		(6)	05/07/2025	Common stock	82,128
Options to purchase common stock	$ 2.52	05/07/2015		A		63,063		05/07/2015	05/07/2025	Common stock	63,063

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVE KAUSHIK J C/O ACTINIUM PHARMACEUTICALS, INC 546 FIFTH AVENUE, 14TH FLOOR NEW YORK, NY 10036	X		President, CEO and Interim CFO	

Signatures

/s/ Kaushik J. Dave 05/22/2015

**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) Recipient was granted 41,667 shares of restricted common stock on 1/10/14. As of May 7, 2015, 14,166 shares were vested. Company withheld 7,083 shares to pay tax obligations of award recipient on vested shares. The remaining 27,501 unvested shares of restricted stock were cancelled and a new award of 32,869 options exercisable for shares of common stock were granted to the recipient.

(2) 11,667 shares vested on 1/10/15 and the share price was $5.17; 833 shares vested on 2/10/15 and the share price was $3.52; 833 shares vested on 3/10/15 and the share price was $2.95; and 833 shares vested on 4/10/15 and the share price was $2.96.

(3) Recipient was granted 100,000 shares of restricted common stock on 2/21/14. As of May 7, 2015, 32,000 shares were vested. Company withheld 16,000 shares to pay tax obligations of award recipient on vested shares. The remaining 68,000 unvested shares of restricted stock were cancelled and a new award of 82,128 options exercisable for shares of common stock were granted to the recipient.

(4) 28,000 shares vested on 2/21/15 and the share price was 3.51; 2,000 shares vested on 3/21/15 and the share price was $2.87; and 2,000 shares vested on 4/21/15 and the share price was $3.08.

(5) Recipient was granted 100,000 shares of restricted common stock on 9/16/13, of which 50,000 shares vested on 9/16/14. As of May 7, 2015, an additional 25,000 shares were vested in 2015. Company withheld 12,500 shares to pay tax obligations of award recipient on 2015 vested shares. The remaining 25,000 unvested shares of restricted stock were cancelled and a new award of 30,194 options exercisable for shares of common stock were granted to the recipient.

(6) Options vest based on certain miles stones: Filing IND (50%); First Patient in (10%); Hiring of VP-Mfg or other competent person and training so that person is capable of producing Iomab-B (25%); Completion of Actimab-A 1 step labeling (10%); and VP Manufacturing or other competent person to handle manufacturing and logistics of Actimab-A (5%).

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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