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PROGENICS PHARMACEUTICALS INC

Form 4 July 06, 2005

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

10% Owner

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Boyd Thomas A Issuer Symbol

PROGENICS

PHARMACEUTICALS INC

[PGNX]

Director Other (specify X_ Officer (give title (Last) (First) (Middle) 3. Date of Earliest Transaction below)

(Month/Day/Year) 07/01/2005

Sr. VP, Product Dev.

(Check all applicable)

777 OLD SAW MILL RIVER ROAD

(City)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

TARRYTOWN, NY 10591

(State)

(Zip)

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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	07/01/2005		Code V A	Amount 145	(D)	Price \$ 17.16	12,571	D	
Common Stock	07/01/2005(1)		A	7,500	A	\$0	20,071	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
ESPP (right to buy)	\$ 20.86 (2)	07/01/2005		A	288	10/01/2005	01/01/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.39	07/01/2005		A	25,000	07/01/2006(3)	07/01/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			
yd Thomas A							

Boyd Thomas A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591

Sr. VP, Product Dev.

Signatures

Thomas A.
Boyd

**Signature of Reporting Person

Thomas A.

07/06/2005

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) Restricted Stock shall be released in four equal installments, commencing one year from the transaction date.
- (2) The exercise price per share for each option shall be the lesser of this amount or 85% of the fair market value of the Common Stock on the date of exercise.
- (3) The stock options become exercisable in four equal installments, commencing one year from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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