

PRENTKI RONALD J
Form 4
February 03, 2005

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

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).

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

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

PRENTKI RONALD J., 32
EASTON ROAD
(Street)

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

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

WESTPORT, CT 06880
(City) (State) (Zip)

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 Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | Amount or Number of Shares |

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|------------|------------|--------------|--------|
| 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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