

MADDON PAUL J
 Form 5
 February 14, 2005

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MADDON PAUL 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)
 CEO & CSO

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

MADDON, PAUL J., 777 OLD SAW MILL RIVER ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TARRYTOWN, NY 10591

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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 \$.0013 per share	10/22/2004	^	S4	24,704 D	\$ 14.59 (1) 541,402	D	^
Common Stock, par	^	^	^	^	^	I	By Spouse

value
\$.0013 per
share

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options (Right to buy)	\$ 18.86 (2) (3)	01/01/2004	Â	A4	1,707 Â	04/01/2004 07/01/2004	Common Stock	1,707
Employee Stock Options (Right to buy)	\$ 19.04 (2) (3)	04/01/2004	Â	A4	1,690 Â	07/01/2004 10/01/2004	Common Stock	1,690
Employee Stock Options (Right to buy)	\$ 16.85 (2)	07/01/2004	Â	A4	1,910 Â	10/01/2004 01/01/2005	Common Stock	1,910
Employee Stock Options (Right to buy)	\$ 14.65 (2)	10/01/2004	Â	A4	2,197 Â	01/01/2005 04/01/2005	Common Stock	2,197

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MADDON PAUL J
MADDON, PAUL J.
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

 X CEO
 & CSO

Signatures

Paul J. Maddon 02/14/2005

__Signature of Date
Reporting Person

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) Shares were transferred to a trust in accordance with the terms of a prenuptial agreement; no further consideration was received. The price of the shares shown is the closing market price on the date of transfer.
 - (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 exercise of these options was previously reported in 2004.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.