Urdea michael S
Form 3
February 19, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Urdea michael S

(Last) (First) (Middle)

100 BUNCE MEADOWS DRIVE

(Street)

ALAMO,Â CAÂ 94507

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/06/2013

3. Issuer Name **and** Ticker or Trading Symbol
PRESSURE BIOSCIENCES INC [PBIO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(Instr. 5)	
Non-Qualified Stock Options	02/07/2013(1)	02/07/2018	Common Stock	25,000	$ 0.5	D	Â
Non-Qualified Stock Options	02/07/2013(2)	02/07/2018	Common Stock	25,000	$ 0.5	D	Â
Series J convertible Preferred Stock	02/06/2013(3)	02/06/2016	Common Stock	56,250	$ (4)	D (3)	Â
Series J common Stock Warrants	02/06/2013(5)	02/06/2016	Common Stock	56,250	$ 0.4	D (5)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Urdea michael S 100 BUNCE MEADOWS DRIVE ALAMO,Â CAÂ 94507	Â X	Â	Â	Â

Signatures

Richard T. Schumacher, Attorney-in-Fact	02/19/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock options vested immediately.

(2) Stock options will vest monthly over a one year vesting period.

(3) The terms of Series J Convertible Preferred Stock contain a limitation on conversion which prevents the Reporting Person from converting shares of Series J Convertible Preferred Stock into Shares of Common stock if, after giving effect to the conversion, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or 19.99% upon not less than 61 days prior written notice to the Company. Since the Reporting Person currently beneficially owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

(4) Pursuant to a certain Securities Purchase Agreement, dated February 6, 2013, among the Company, the Reporting Person and the other purchasers named therein, the Reporting Person purchased 56 "Units" at a purchase price of $0.40 per Unit. Each Unit consisted of (i) one share of Series J Convertible Preferred Stock, convertible into 1,000 shares of the Company's Common Stock, and (ii) a warrant to purchase 1,000 shares of Common Stock, which warrant is exercisable until February 6, 2016.

(5) The Series J Common Stock Warrants contain a limitation on exercise which prevents the Reporting Person from exercising any Warrants if, after giving effect to the exercise, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or 19.99% upon not less than 61 days prior written notice to the Company. Since the Reporting Person currently beneficially owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

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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