

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MACNEILL PHILIP</u>  (Last) (First) (Middle) <u>C/O PHARMATHENE, INC., ONE</u> <u>PARK PLACE, SUITE 450</u>  (Street) <u>ANNAPOLIS MD 21401</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2015	3. Issuer Name and Ticker or Trading Symbol <u>PHARMATHENE, INC [ PIP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><b>CFO</b></p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Common Stock, par value \$0.0001 per share	25,000	D	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Purchase Option	(1)	01/31/2021	Common Stock 15,000	3.23	D	
Stock Purchase Option	(2)	12/01/2021	Common Stock 1,845	1.21	D	
Stock Purchase Option	(3)	12/01/2021	Common Stock 4,500	1.21	D	
Stock Purchase Option	(4)	12/03/2022	Common Stock 5,625	1.13	D	
Stock Purchase Option	(5)	01/29/2024	Common Stock 18,750	1.94	D	
Stock Purchase Option	(6)	12/08/2024	Common Stock 20,000	1.71	D	

**Explanation of Responses:**

- These options became exercisable in 4 equal annual installments, with the first installment exercisable on January 31, 2011.
- These options became exercisable on December 1, 2012.
- These options became exercisable in 4 equal annual installments, with the first installment exercisable on December 1, 2011.
- These options are exercisable in 4 equal annual installments, with the first installment exercisable on December 3, 2012.
- These options are exercisable in 4 equal annual installments, with the first installment exercisable on January 29, 2014.
- These options are exercisable in 4 equal annual installments, with the first installment exercisable on December 8, 2014.

/s/ Philip MacNeill

05/05/2015

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.