FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Check this box if no longer subject to								
Section 16. Form 4 or Form 5								
obligations may continue. See								

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden 0.5 hours per response

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b).

					$\Box$	1	. N.I	4 7: -1		-11: <i>(</i>	S		F	-1-4:	( D		(-) 4- 1		
Name and Address of Reporting Person*     RICHMAN ERIC I						2. Issuer Name <b>and</b> Ticker or Trading Symbol PHARMATHENE, INC [ PIP ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)					
ItiCiii	TITI LIVI	<u>.C.1</u>												X Director			10% C	wner	
-					- ⊢										give title			specify	
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year)								pelow) pelow)				
C/O PHARMATHENE, INC.,						12/07/2011								President & CEO					
ONE PA	RK PLACE	E, SUITE 450																	
		3, 00112 .00				If Ame	andment F	)ata o	of Original	Eiloc	I (Month/Da	v/Voar)	6 11	dividual or 1	nint/Group	n Eilina	(Check An	nlicable	
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
ANNAP	OLIC M	<b>I</b> D	21401											X Form fil	ed by On	ne Repo	rting Perso	n	
AININAF	OLIS IV	ID	21401											Form fil	ed by Mo	ore than	One Repo	rtina	
					_									Person	, .				
(City)	(S	State)	(Zip)																
		Ta	ble I - No	n Dori	ivativ	,0 S,	ocurition	· ^ ^	auirod	Dic	nocod c	of or Bo	noficiall	v Ownod					
		Id	DIE I - INC			_	curities	AC	quireu,	, DIS	poseu c	n, or be	Tencian	y Owneu					
1. Title of Security (Instr. 3) 2. Transac					saction		2A. Deemed Execution Date,		3. Transaction		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			5. Amount of d 5) Securities		6. Owners Form: Dir		7. Nature of ndirect	
				(Month/	/Day/Ye	ear)   i	if any		Code (Inst		Бізрозси	Or (D) (mod	. 0, 4 and 0	Beneficially		(D) or Indirect		Beneficial	
						- [	(Month/Day/Year)		8)					Owned Folk	lowing (I) (Ins			Ownership Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transactio			l'	· · · /	
														(IIISU. 3 all	u 4)				
Common Stock, \$0.0001 par value per share 12/07/2									A		75,000	(1) A	(2)	199,3	322	] 1	D		
													1					See	
Common Stock, \$0.0001 par value per share														10,0	00			Footnote <sup>(3)</sup>	
																		rootilote(s)	
			Table II -	Deriv	ative	Sec	urities	Aca	uired, [	Disp	osed of	or Ben	eficially	Owned					
				(e.g.,	puts	, cal	ls, warr	ants	, optio	ns, (	converti	ble secu	rities)						
1. Title of	2.	3. Transaction	3A. Deeme	d 4	4.		5. Numbe	er of	6 Date F	verci	sable and	7. Title and	d Amount	8. Price of	9. Numb	ner of	10.	11. Nature	
Derivative	Conversion	Date	e Execution D			ction	n Derivative		Expiration Date (Month/Day/Year)			of Securiti	es	Derivative Security	derivative		Ownershi	of Indirect	
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	if any (Month/Day		Code (Instr. 8)		Securitie	Securities (A Acquired (A)		ay/Ye	ar)	Underlying	Underlying Derivative Security		Securities Beneficially		Form: Direct (D)	Beneficial Ownership	
(	Derivative		(	,,,,,,,,			or Dispose					(Instr. 3 ar		(Instr. 5)	Owned	1	or Indirec	t (Instr. 4)	
Security							of (D) (Instr. 3, 4 and 5)								Following Reported		(I) (Instr. 4	)	
				F			1 1						Amount	1	Transaction(s) (Instr. 4)				
													or		(111511. 4)	'			
				، ا	Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Number of Shares						
0. 1					-	_	(-)	(-)		-		- 11.10	0.0	<del>                                     </del>					
Stock Options	*****	40/05/0044			.		04.404		(4)		40/05/0004	Common	01 101	(2)					
(right to	\$1.16	12/07/2011			A		91,121		(4)		12/07/2021	Stock	91,121	(2)	91,1	121	D		
buy)																			
Stock																			
Options (right to	\$1.16	12/07/2011			A		150,000		(5)		12/07/2021	Common Stock	150,000	(2)	150,0	000	D		
,,	I	I	I	- 1			1 1			- 1			l	1	I	- 1	1	1	

## **Explanation of Responses:**

- 1. This is a restricted stock award, which vests in full on the three-month anniversary of the grant date.
- 2. On December 7, 2011, the date such options and restricted stock award were granted, the closing price of the Issuer's Common Stock on the NYSE Amex was \$1.16 per share.
- 3. Held indirectly as previously reported on Form 4 dated 11/10/11.
- 4. The options vest in full on the first year anniversary of the grant date.
- 5. The options vest over a 4 year period, with 25% each vesting on the first, second, third and fourth anniversaries of the grant date.

/s/ Roland S. Chase, attorney in

12/13/2011

\*\* 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 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).

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.