

CZIRR JAMES C  
Form SC 13G/A  
August 24, 2004

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

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)**

PRO-PHARMACEUTICALS, INC.

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(Name of Issuer)

Common Stock, \$.001 par value

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(Title of Class of Securities)

74267T109

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(CUSIP Number)

December 31, 2003

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(Date of Event which Requires Filing of This Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

**1 NAME OF REPORTING PERSON**

**James C. Czirr**

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

**United States**

**5 SOLE VOTING POWER**

<b>NUMBER OF</b>	<b>4,679,768</b>
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**SHARES** **6 SHARED VOTING POWER**

**BENEFICIALLY**

<b>OWNED BY</b>	<b>19,400</b>
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**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

<b>PERSON</b>	<b>4,679,768</b>
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**WITH** **8 SHARED DISPOSITIVE POWER**

**19,400**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**4,699,168**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**19.5%**

12 TYPE OF REPORTING PERSON

**IN**

This Amendment No. 3 to Schedule 13G is being filed to correct beneficial ownership information of the reporting person as of December 31, 2003, and as such amends and restates in its entirety Amendment No. 2 to Schedule 13G as filed with the Commission on February 12, 2004.

- Item 1 (a). Name of Issuer:**  
Pro-Pharmaceuticals, Inc.
- Item 1 (b). Address of Issuer's Principal Executive Offices:**  
189 Wells Avenue  
  
Newton, MA 02459
- Item 2 (a). Name of Person Filing:**  
James C. Czirr
- Item 2 (b). Address of Principal Business Office or, if None, Residence:**  
425 Janish Drive  
  
Sandpoint, ID 83864
- Item 2 (c). Citizenship:**  
United States
- Item 2 (d). Title of Class of Securities:**  
Common Stock, \$.001 par value
- Item 2 (e). CUSIP Number:**  
74267T109
- Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**
- (a) .. Broker or dealer registered under Section 15 of the Exchange Act.
  - (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act.
  - (c) .. Insurance company as defined in Section 3(a)(19) of the Exchange Act.
  - (d) .. Investment company registered under Section 8 of the Investment Company Act.
  - (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
  - (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
  - (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
  - (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
  - (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
  - (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).  
Not Applicable

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 4,699,168
- (b) Percent of class: 19.5\*\*
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct the vote: 4,679,768
  - (ii) Shared power to vote or to direct the vote: 19,400\*
  - (iii) Sole power to dispose or to direct the disposition of: 4,679,768
  - (iv) Shared power to dispose or to direct the disposition of: 19,400\*

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\* Shares owned by minor children of Mr. Czirr, as to which Mr. Czirr disclaims beneficial ownership.

\*\* Based on 24,054,300 shares outstanding as of December 22, 2003.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certification.**

Not Applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2004

*/s/ James C. Czirr*

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James C. Czirr