

SORKIN ERIC L

Form 4

November 10, 2005

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 Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SORKIN ERIC L

2. Issuer Name **and** Ticker or Trading
Symbol
IMMTECH INTERNATIONAL INC
[IMM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE NORTH END DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2005

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

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/10/2005		X	5,000 A	\$ 6.47	349,165 (1) (2) D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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 of Underlying Securities (Instr. 3 and 4)	8. S
				Code	V	(A)	(D)	Amount or Number of Shares
Warrant (Right to Buy)	\$ 6.47	11/10/2005		X	5,000	11/10/2005	07/24/2008	Common Stock, \$0.01 par value
								5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SORKIN ERIC L ONE NORTH END DRIVE NEW YORK, NY 10282	X

Signatures

/s/ 11/10/2005
 **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).

Includes (A) 37,915 shares of common stock; and (B) derivative securities convertible into 309,418 shares of common stock as follows:
 (i) 20,362 shares of common stock issuable upon the conversion of series A preferred stock; (ii) 229,000 shares of common stock issuable upon the exercise of warrants as follows: vested warrant to purchase 46,923 shares of common stock at \$6.47 per share by July 24, 2008, vested warrant to purchase 173,077 shares of common stock at \$6.47 per share by October 12, 2008, and vested warrant to purchase 9,000 shares of common stock at \$6.00 per share by February 14, 2007 (only after the series A preferred stock has been converted); and (iii) 61,888 shares of common stock issuable upon the exercise of options as follows: the vested option to purchase 27,000 shares of common stock at \$4.75 per share by December 18, 2006, the vested option to purchase 972 shares of common stock at \$2.55 per share by (continues within next footnote)

(continued from previous footnote) December 24, 2007, the vested portion of 21,083 shares of an option to purchase 22,000 shares of common stock at \$14.29 per share by February 1, 2014 (options vests in 24 equal monthly installments from date of grant) and the vested portion of 12,833 shares of an option to purchase 22,000 shares of common stock at \$11.03 per share by November 15, 2014 (option vests in 24 equal monthly installments from date of grant).

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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