

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

1. Name and Address of Reporting Person* <u>RICHMAN ERIC I</u> (Last) (First) (Middle) <u>C/O PHARMATHENE, INC.</u> <u>ONE PARK PLACE, SUITE 450</u> (Street) <u>ANNAPOLIS MD 21401</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PHARMATHENE, INC [PIP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2016</u>	
	4. 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 Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 par value per share	11/22/2016		M		30,573	A	\$2.46	444,895	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		37,500	A	\$1.19	482,395	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		240,000	A	\$1.94	722,395	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		135,660	A	\$1.71	858,055	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$1.69	878,055	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$2.2	898,055	D	
Common Stock, \$0.0001 par value per share								10,000	I	See Footnote ⁽¹⁾

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.46	11/22/2016		M		30,573		01/21/2010	01/21/2019	Common Stock	30,573	\$0	0	D	
Stock Option (right to buy)	\$1.19	11/22/2016		M		37,500		12/12/2013	12/12/2022	Common Stock	37,500	\$0	0	D	
Stock Option (right to buy)	\$1.94	11/22/2016		M		240,000		01/29/2015	01/29/2024	Common Stock	240,000	\$0	0	D	
Stock option (right to buy)	\$1.71	11/22/2016		M		135,660		12/11/2015	12/11/2024	Common Stock	135,660	\$0	0	D	
Stock option (right to buy)	\$1.69	11/22/2016		M		20,000		08/02/2016	08/01/2025	Common Stock	20,000	\$0	0	D	
Stock option (right to buy)	\$2.2	11/22/2016		M		20,000		06/01/2017	05/31/2026	Common Stock	20,000	\$0	0	D	

Explanation of Responses:

1. Held indirectly as previously reported on Form 4 dated November 10, 2011.

/s/ Eric Richman

11/23/2016

** 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.