

**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>SAYARE MITCHEL</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		20,000	A	\$1.52	25,000	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$1.6	45,000	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		60,000	A	\$2.67	105,000	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		52,139	A	\$2.67	157,139	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$1.45	177,139	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$1.64	197,139	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$1.51	217,139	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		18,361	A	\$1.81	235,500	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$1.69	255,500	D	
Common Stock, \$0.0001 par value per share	11/22/2016		M		20,000	A	\$2.2	275,500	D	

**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
Stock option (right to buy)	\$1.52	11/22/2016		M			20,000	04/27/2010	04/27/2020	Common Stock	20,000	\$0	0	D	
Stock option (right to buy)	\$1.6	11/22/2016		M			20,000	06/23/2010	06/23/2020	Common Stock	20,000	\$0	0	D	
Stock option (right to buy)	\$2.67	11/22/2016		M			60,000	07/15/2011	07/15/2021	Common Stock	60,000	\$0	0	D	
Stock option (right to buy)	\$2.67	11/22/2016		M			52,139	10/15/2011	07/17/2021	Common Stock	52,139	\$0	0	D	
Stock option (right to buy)	\$1.45	11/22/2016		M			20,000	06/22/2013	06/22/2022	Common Stock	20,000	\$0	0	D	

**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)	\$1.64	11/22/2016		M			20,000	06/11/2014	06/11/2023	Common Stock	20,000	\$0	0	D	
Stock option (right to buy)	\$1.51	11/22/2016		M			20,000	06/18/2015	06/17/2024	Common Stock	20,000	\$0	0	D	
Stock option (right to buy)	\$1.81	11/22/2016		M			18,361	12/31/2014	12/31/2024	Common Stock	18,361	\$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:

/s/ Jeffrey A. Baumel, attorney in fact      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.**