

**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
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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>04/13/2016</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	04/13/2016		M		13,233	A	\$1.76	190,055	D	
Common Stock, \$0.0001 par value per share	04/13/2016		S <sup>(1)</sup>		13,233	D	\$2.2	176,822	D	
Common Stock, \$0.0001 par value per share	04/13/2016		M		150,000	A	\$1.16	326,822	D	
Common Stock, \$0.0001 par value per share	04/13/2016		S <sup>(1)</sup>		150,000	D	\$2.2	176,822	D	
Common Stock, \$0.0001 par value per share	04/13/2016		M		91,121	A	\$1.16	267,943	D	
Common Stock, \$0.0001 par value per share	04/13/2016		S <sup>(1)</sup>		91,121	D	\$2.2	176,822	D	
Common Stock, \$0.0001 par value per share	04/13/2016		M		75,000	A	\$1.19	251,822	D	
Common Stock, \$0.0001 par value per share	04/13/2016		S <sup>(1)</sup>		75,000	D	\$2.2	176,822	D	
Common Stock, \$0.0001 par value per share								10,000	I	See Footnote <sup>(2)</sup>

**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				
Employee Stock Option (right to buy)	\$1.76	04/13/2016		M		13,233		09/30/2012	09/30/2021	Common Stock	13,233	\$0	0	D	
Employee Stock Option (right to buy)	\$1.16	04/13/2016		M		150,000		(3)	12/07/2021	Common Stock	150,000	\$0	0	D	
Employee Stock Option (right to buy)	\$1.16	04/13/2016		M		91,121		12/07/2012	12/07/2021	Common Stock	91,121	\$0	0	D	
Employee Stock Option (right to buy)	\$1.19	04/13/2016		M		75,000		(4)	12/12/2022	Common Stock	75,000	\$0	75,000	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2015 and terminated on April 14, 2016.
- Held indirectly as previously reported on Form 4 dated November 10, 2011.
- This option was granted on December 7, 2011 and vested over four years with 25% vesting on the one year anniversary of the date of grant and the remaining 75% in three equal installments on a yearly basis for a period of three years from the one year anniversary of the date of grant.
- This option was granted on December 7, 2011 and vests over four years with 25% vesting on the one year anniversary of the date of grant and the remaining 75% in three equal installments on a yearly basis for a period of three years from the one year anniversary of the date of grant.

/s/ Eric Richman

04/15/2016

\*\* 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.**