

Edgar Filing: PRO PHARMACEUTICALS INC - Form SC 13G

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER	1,245,878 0 1,245,878 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,245,878
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		---
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		8.0%
12	TYPE OF REPORTING PERSON		IN

CUSIP No. 74267T109

Page 3 of 5

Item 1(a). Name of Issuer:

Pro-Pharmaceuticals, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

189 Wells Avenue, Suite 200
Newton, MA 02459

Item 2(a). Name of Person Filing:

Offer Binder

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Pasquale
via Settembrini 14/A
San Mariano
06073 Corciano (PG)
Italy

Item 2(c). Citizenship:

Edgar Filing: PRO PHARMACEUTICALS INC - Form SC 13G

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

CUSIP No. 74267T109

Page 4 of 5

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:	1,245,878*
(b) Percent of class:	8.0%**
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote:	1,245,878
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	1,245,878
(iv) Shared power to dispose or to direct the disposition of:	0

* Includes 10,411 shares owned by Mr. Binder's wife, as to which Mr. Binder disclaims beneficial ownership.

Edgar Filing: PRO PHARMACEUTICALS INC - Form SC 13G

** Based on 15,538,409 shares outstanding as of January 15, 2002.

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

CUSIP No. 74267T109

Page 5 of 5

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: January 16, 2002

/s/ Offer Binder

Offer Binder