

Edgar Filing: IMMTECH INTERNATIONAL INC - Form SC 13G/A

IMMTECH INTERNATIONAL INC  
Form SC 13G/A  
February 17, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

Immtech International, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

452519 10 1  
(CUSIP Number)

December 31, 2003  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 T. Stephen Thompson

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ] (b) [X]

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

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NUMBER OF	5	SOLE VOTING POWER	426,449
SHARES			
BENEFICIALLY	6	SHARED VOTING POWER	3,000
OWNED BY			
EACH			
REPORTING	7	SOLE DISPOSITIVE POWER	426,449
PERSON			
WITH			
	8	SHARED DISPOSITIVE POWER	3,000

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 429,449

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See  
 Instructions) [X]

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.34%

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12 TYPE OF REPORTING PERSON (See Instructions) IN

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Item 1(a). Name of Issuer.  
 Immtech International, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices.  
 150 Fairway Drive, Suite 150  
 Vernon Hills, Illinois 60061

Item 2(a). Names of Persons Filing.

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T. Stephen Thompson

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

150 Fairway Drive, Suite 150  
Vernon Hills, Illinois 60061

Item 2(c). Citizenship.

U.S.A.

Item 2(d). Title of Class of Securities.

Common Stock, par value \$0.01 per share.

Item 2(e). CUSIP Number.

452519 10 1

Item 3.

If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

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(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

(g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);

(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

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(j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to ss.240.13d-1(c), check this box .

Item 4. Ownership.

(a) Amount beneficially owned: 429,449

(b) Percent of class: 4.34%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 426,449

(ii) Shared power to vote or to direct the vote: 3,000

(iii) Sole power to dispose or to direct the disposition of: 426,449

(iv) Shared power to dispose or to direct the disposition of: 3,000

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Inapplicable.

Item 8. Identification and Classification of Members of the Group.

Inapplicable.

Item 9. Notice of Dissolution of Group.

Inapplicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: February 17, 2004

/s/ T. Stephen Thompson

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T. Stephen Thompson