

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **1997-03-10** | Period of Report: **1997-02-12**
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SUBJECT COMPANY

MAGAININ PHARMACEUTICALS INC

CIK: **880431** | IRS No.: **133445668** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **000-19651** | Film No.: **97554095**
SIC: **2836** Biological products, (no diagnostic substances)

Business Address
5110 CAMPUS DRIVE
PLYMOUTH MEETING PA
19462
6109415231

REPORTING OWNER

LITKE PAUL A

CIK: **1035204**
Type: **3**

Mailing Address
5110 CAMPUS DR
PLYMOUTH MEETING PA
19462

Business Address
5110 CAMPUS DR
PLYMOUTH MEETING PA
19462

OMB APPROVAL

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FORM 3

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a)
of the Public Utility Holding Company Act of 1935 or Section 30(f)
of the Investment Company Act of 1940

Table with 4 columns: 1. Name and Address of Reporting Person, 2. Date of Event Requiring Statement, 3. IRS or Social Security Number of Reporting Person, 4. Issuer Name and Ticker or Trading Symbol, 5. Relationship of Reporting Person to Issuer, 6. If Amendment, Date of Original, 7. Individual or Joint/Group Filing Check.

TABLE 1 -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

Table with 4 columns: 1. Title of Security, 2. Amount of Securities Beneficially Owned, 3. Ownership Form, 4. Nature of Indirect Beneficial Ownership.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)
(Print or Type Responses) SEC 1473 (7/96)

<TABLE>
<CAPTION>

FORM 3 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/ Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conver- sion or Exercise Price of Deri- vative Security	5. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercis- able	Expira- tion Date	Title	Amount or Number of Shares		
Options (Rights to Buy)	+	5/19/2005	Common Stock	40,000	\$3.63	D
Options (Rights to Buy)	++	7/21/2005	Common Stock	12,000	\$7.13	D
Options (Rights to Buy)	+++	6/28/2006	Common Stock	40,000	\$10.50	D
Options (Rights to Buy)	++++	6/28/2006	Common Stock	20,000	\$10.50	D

Explanation of Responses:

- + Options exercisable at the rate of 25% of such option on each of the first four anniversary dates of the date of grant, which was May 19, 1995.
- ++ Options exercisable at the rate of 25% of such option on each of the first four anniversary dates of the date of grant, which was July 21, 1995.
- +++ Options exercisable at the rate of 25% of such option on each of the first four anniversary dates of the date of grant, which was June 28, 1996.
- ++++ Options exercisable at the rate of 20% of such option on each of the first five anniversary dates of the date of grant, which was June 28, 1996.
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Paul A. Litka

3/5/97

**Signature of Reporting Person

Date

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Note. File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, See Instruction 6 for procedure.

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