

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>WARSHAW KIRK M |                                      | 2. Issuer Name and Ticker or Trading Symbol<br>PROTALEX INC [PRTX]                      |                                | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director _____ 10% Owner<br>__X__ Officer (give title below) _____ Other (specify below)<br>Chief Financial Officer |   |  |   |
|---|--------------------------------------|---|--------------------------------|--|---|--|---|
| (Last) (First) (Middle)<br>15 LINDEN DRIVE                  |                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/29/2009                          |                                |  |   |  |   |
| (Street)<br>MADISON, NJ 07940                               |                                      | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>__X__ Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person   |   |  |   |
| (City) (State) (Zip)  |                                      | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                |  |   |  |   |
| 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  |   |  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: 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                              |  |  |  |  |
| Option                                     | \$ 0.05  | 12/29/2009                           |  | A                              | 3,752,714   | (1) 12/29/2019   | Common Stock 3,752,714  | (2)  | 3,752,714  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| WARSHAW KIRK M<br>15 LINDEN DRIVE<br>MADISON, NJ 07940 |               |           | Chief Financial Officer |       |

## Signatures

/s/ KIRK M. WARSHAW 12/29/2009  
Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Granted on December 29, 2009 (the ?Grant Date?), this option vests on the 3rd anniversary of the Grant Date which vesting is subject to acceleration in accordance with the terms of the option grant agreement between the issuer and the reporting person.
- (2) Not applicable.

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

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