

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>May Larry Alan</u> (Last) (First) (Middle) <u>C/O PHASE III MEDICAL, INC.</u> <u>330 SOUTH SERVICE ROAD, SUITE 120</u> (Street) <u>MELVILLE NY 11747</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/01/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>PHASE III MEDICAL INC/DE [PHSM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, \$.001 par value</u>	<u>239,969</u>	<u>D</u>	

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. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (right to buy)</u>	<u>09/11/2003</u>	<u>09/11/2013</u>	<u>Common Stock, \$.001 par value</u>	<u>300,000</u>	<u>0.18</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>11/15/2004</u>	<u>11/15/2014</u>	<u>Common Stock, \$.001 par value</u>	<u>100,000</u>	<u>0.1</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>(1)</u>	<u>01/19/2016</u>	<u>Common Stock, \$.001 par value</u>	<u>150,000</u>	<u>0.05</u>	<u>D</u>

Explanation of Responses:

1. These options vest in three equal annual installments of 50,000 shares, beginning on January 19, 2007.

/s/ Larry A. May

03/02/2006

** 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 5 (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.

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