NAVIDEA BIOPHARMACEUTICALS, INC.
Form 4
November 29, 2012

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Platinum-Montaur Life Sciences, LLC

(Last) (First) (Middle)

152 WEST 57TH STREET, 4TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NAVIDEA BIOPHARMACEUTICALS, INC. [NAVB]

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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			
Common Stock, par value $0.001	11/27/2012		J[(1)]		3,001,860	D	$ 2.58 [(2)]	3,799,156	D	

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Platinum-Montaur Life Sciences, LLC 152 WEST 57TH STREET 4TH FLOOR NEW YORK, NY 10019		X		
Platinum Partners Value Arbitrage Fund, LP 152 WEST 57TH STREET 4TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ OLIVER JIMENEZ	11/29/2012
**Signature of Reporting Person	Date
/s/ OLIVER JIMENEZ	11/29/2012
**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) As provided in that Securities Exchange Agreement by and between Navidea Biopharmaceuticals, Inc. (the Issuer) and Platinum Partners Value Arbitrage Fund L.P. (PPVA) dated November 27, 2012, the Issuer redeemed 3,001,860 shares of Common Stock from PPVA in exchange for 918 shares of the Issuer's Series B Preferred Stock. As a result of the disposition of the Common Stock, the Reporting Persons' beneficial ownership of the Issuer's Common Stock is below ten percent.

(2) The 918 shares of Series B Convertible Preferred Stock received by PPVA pursuant to the Securities Exchange Agreement is convertible into 3,001,860 shares of Common Stock. The price which the securities were disposed is based on the market price of the Common Stock as of close of trading on the day of the closing of the Securities Exchange Agreement.

Remarks:

Each share of Series B Preferred Stock is convertible into 3,270 shares of the issuer's Common Stock. The certificate of desig

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