

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* SWARTZ ERIC S (Last) (First) (Middle) C/O PEREGRINE PHARMACEUTICALS, INC. 14272 FRANKLIN AVE, SUITE 100 (Street) TUSTIN, CA CA 92780 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PEREGRINE PHARMACEUTICALS INC [PPHM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2004	
	4. 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 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, \$.001 par value	12/21/2004		M		122,000	A	\$0.25	1,591,812	D	
Common Stock, \$.001 par value	12/21/2004		M		122,000	A	\$0.25	1,713,812	D	
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		2,500	D	\$1.14	1,711,312	D	
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		2,500	D	\$1.15	1,708,812	D	
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		8,500	D	\$1.13	1,700,312	D	
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		36,500	D	\$1.12	1,663,812	D	
Common Stock, \$.001 par value	12/22/2004		s ⁽²⁾		5,000	D	\$1.16	1,658,812	D	
Common Stock, \$.001 par value	12/21/2004		M		118,000	A	\$0.25	473,593	I	By Swartz Ventures, Inc.
Common Stock, \$.001 par value	12/21/2004		M		118,000	A	\$0.25	591,593	I	By Swartz Ventures, Inc.
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		2,500	D	\$1.14	589,093	I	By Swartz Ventures, Inc.
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		2,500	D	\$1.15	586,593	I	By Swartz Ventures, Inc.
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		10,000	D	\$1.13	576,593	I	By Swartz Ventures, Inc.
Common Stock, \$.001 par value	12/21/2004		s ⁽²⁾		35,000	D	\$1.12	541,593	I	By Swartz Ventures, Inc.
Common Stock, \$.001 par value	12/22/2004		s ⁽²⁾		2,900	D	\$1.16	538,693	I	By Swartz Ventures, Inc.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table 1. 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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Warrant to purchase common stock (right to buy)	\$0.25	12/21/2004		M			122,000	01/06/2000	01/06/2005	Common Stock	122,000	\$0.25	171,945	D	
Warrant to purchase common stock (right to buy)	\$0.25	12/21/2004		M			122,000	01/25/2000	01/25/2005	Common Stock	122,000	\$0.25	49,945	D	
Warrant to purchase common stock (right to buy)	\$0.25	12/21/2004		M			118,000	01/06/2000	01/06/2005	Common Stock	118,000	\$0.25	118,000	I	By Swartz Ventures, Inc.
Warrant to purchase common stock (right to buy)	\$0.25	12/21/2004		M			118,000	01/25/2000	01/25/2005	Common Stock	118,000	\$0.25	0	I	By Swartz Ventures, Inc.
Non-Qualified Stock Option (right to buy)	(1)							(1)	(1)	Common Stock	(1)		700,000	D	

Explanation of Responses:

- N/A
- The sale of shares of common stock by Mr. Swartz was executed to cover the exercise price of warrants exercised on December 21, 2004.

Remarks:

Eric S. Swartz 12/23/2004
 ** 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 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).

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

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 Number.