

NANOIRICIDES, INC.

Form 4

September 14, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Theracour Pharma, Inc.

2. Issuer Name and Ticker or Trading  
Symbol  
NANOIRICIDES, INC.  
[NNVC.OB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
135 WOOD STREET, SUITE 205  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2009

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

WEST HAVEN, CT 06516

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

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

(City) (State) (Zip)

**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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|--------|------------------|---|--|-----------------------------------|
|                                 |                                      |  | Code               | V   | Amount | (A) or (D) Price |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 09/01/2009                           |  | S                  |   | 10,000 | D \$ 0.88        | 34,428,900  | D  |                                   |
| Common Stock <sup>(1)</sup>     | 09/03/2009                           |  | S                  |   | 20,000 | D \$ 0.85        | 34,408,900  | D  |                                   |
| Common Stock <sup>(1)</sup>     | 09/04/2009                           |  | S                  |   | 20,000 | D \$ 0.84        | 34,388,900  | D  |                                   |
| Common Stock <sup>(1)</sup>     | 09/08/2009                           |  | S                  |   | 20,000 | D \$ 0.89        | 34,368,900  | D  |                                   |
| Common Stock <sup>(1)</sup>     | 09/09/2009                           |  | S                  |   | 30,000 | D \$ 0.9         | 34,338,900  | D  |                                   |

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Common Stock <sup>(1)</sup> 09/10/2009 S 30,000 D \$ 0.95 34,308,900 D

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 (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| Theracour Pharma, Inc.<br>135 WOOD STREET<br>SUITE 205<br>WEST HAVEN, CT 06516 | X                                |

## Signatures

/s/ Anil Diwan 09/14/2009  
 \*\*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) Represents shares of common stock sold in accordance with TheraCour's Rule 10b5-1 Trading Plan adopted with the Registrant as disclosed on Form 8-K on February 10, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.