

# FORM 4

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

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

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**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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>KHD HUMBOLDT WEDAG INTERNATIONAL LTD.</b>  <small>(Last) (First) (Middle)</small>  <b>UNIT 803, 8/F DINA HOUSE, RUTTONJEE CENTRE 11, DUDELL STREET</b>  <small>(Street)</small>  <b>CENTRAL, K3 00000</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MYMETICS CORP [ MYMX ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span>  <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/10/2005</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 \$0.01 per share								1705250	D	
common stock, par value \$0.01 per share	5/10/2005		J		2500000	A	\$0 (7)	3500000	I	By MFC Merchant Bank S.A. (Note 1) (1)
common stock, par value \$0.01 per share								344065	I	By Mass Financial Corp. (Note 2) (2)
common stock, par value \$0.01 per share								371725	I	By Lasernet Limited (Note 3) (3)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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					
Convertible Debt	\$0.30							1/13/2006	12/31/2006	common stock, par value \$0.01		0 (4) (5) (6)	I	By MFC Merchant Bank S.A. (Note 1)

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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				
										per share	(6)				(1)

**Explanation of Responses:**

- (1) MFC Merchant Bank S.A., a bank organized under the laws of Switzerland, is wholly-owned by the Reporting Person.
- (2) Mass Financial Corp. (formerly Sutton Park International Limited), a corporation organized under the laws of Barbados, is wholly-owned by the Reporting Person.
- (3) Lasernet Limited, a corporation organized under the laws of Liberia, is majority owned (as to approximately 62%) by the Reporting Person.
- (4) MFC Merchant Bank S.A., KHD Humboldt Wedag International Ltd. and the Issuer are parties to an Amended and Restated Credit Facility Agreement dated for reference February 28, 2003, pursuant to which MFC Merchant Bank S.A. has agreed to make available to the Issuer a non-revolving term facility, with KHD Humboldt Wedag International Ltd. acting as guarantor of the Issuer's obligation with respect to repayment of that portion of the principal amount of in excess of Euro 2,000,000 and all interest thereon. The parties have entered into amendment agreements providing for, among other things, an increase in the maximum aggregate principal amount of all advances under the Restated Credit Facility Agreement from Euro 2,800,00 to Euro 3,700,000.
- (5) Footnote (4) continued... On February 16, 2005, the parties entered into a further amendment agreement pursuant to which: (a) the Issuer agreed to repay Euro 200,000 on June 30, 2005, Euro 300,000 on December 31, 2005, Euro 400,000 on June 30, 2006, and the balance of all amounts outstanding under the credit facility on December 31, 2006; and (b) MFC Merchant Bank S.A. was granted the right to convert all or part of the outstanding amounts under the credit facility into common shares of the Issuer at a conversion price of US\$0.30 per share. MFC Merchant Bank S.A. may exercise its conversion right at any time until three banking days before any repayment date.
- (6) Footnote (4) continued...The applicable Euro to US dollar exchange rate shall be the Forex Interbank exchange rate, fixed at 9:00 a.m. Greenwich Mean Time on the day of Merchant Bank's conversion notice. As at December 31, 2005, Euro 3,753,751.55 in principal and interest was outstanding under the credit facility. On December 31, 2005, the Forex Interbank exchange rate was US\$1.1844 to Euro 1.00. Assuming for illustrative purposes that MFC Merchant Bank S.A. elects to convert all of the Euro 3,753,751.55 in principal and interest outstanding under the credit facility as at December 31, 2005, and that the applicable Forex Interbank exchange rate on the date of MFC Merchant Bank S.A.'s conversion notice remains unchanged, MFC Merchant Bank may acquire up to an additional 14,819,811 shares of common stock in the capital of the Issuer (Euro 3,753,751.55 x 1.1844 = US\$4,445,943.34 divided by US\$0.30 per share = 14,819,811 shares).
- (7) MFC Merchant Bank S.A. received 2,500,000 shares of common stock in consideration of its agreement to extend the payment dates under the Amended and Restated Credit Facility Agreement.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>KHD HUMBOLDT WEDAG INTERNATIONAL LTD.</b>  <b>UNIT 803, 8/F DINA HOUSE</b> <b>RUTTONJEE CENTRE 11, DUDELL STREET</b> <b>CENTRAL, K3 00000</b>		<b>X</b>		

**Signatures**

/s/ Michael Smith

1/13/2006

Date

\*\* Signature of Reporting Person

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.

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