

REILLY PHILIP R
Form 4
May 23, 2006

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 *
REILLY PHILIP R

2. Issuer Name and Ticker or Trading Symbol
INTERLEUKIN GENETICS INC
[ILI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
135 BEAVER STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2006

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

WALTHAM, MA 02452

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/19/2006		M	6,800 A \$ 0.5	16,800	D	
Common Stock	05/19/2006		S	6,800 (1) D \$ 5.37	10,000	D	
Common Stock	05/22/2006		M	5,700 A \$ 0.5	15,700	D	
Common Stock	05/22/2006		S	5,700 (1) D \$ 5	10,000	D	
Common Stock					73,275	I	See Footnote (2)

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

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(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)	Amount or Number of Shares
Option to Buy (Common Stock)	\$ 0.5	05/19/2006		M	6,800	03/01/2000 ⁽³⁾ 05/31/2009	Common Stock	6,800
Option to Buy (Common Stock)	\$ 0.5	05/22/2006		M	5,700	04/01/2000 ⁽⁴⁾ 05/31/2009	Common Stock	5,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY PHILIP R 135 BEAVER STREET WALTHAM, MA 02452	X			

Signatures

/s/ Philip R. Reilly 05/23/2006

**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).

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(1) Pursuant to a 10b5-1 Trading Plan entered into on May 15, 2006.

Shares are held in irrevocable trusts for the benefit of Dr. Reilly's children. Dr. Reilly disclaims beneficial ownership of these securities

(2) and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purposes.

(3) 1,500 of these shares were exercisable on 3/1/00; 5,300 shares were exercisable on 4/1/00.

(4) 2,700 of these shares were exercisable on 4/1/00; 3,000 shares were exercisable on 5/1/00.

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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