

INTERLEUKIN GENETICS INC
Form 4
August 21, 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 *
PYXIS INNOVATIONS INC

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)
7575 FULTON STREET EAST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2006

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

ADA, MI 49355-0001

(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 Indirect Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock ⁽¹⁾	08/17/2006		P	2,750,037 A \$ 5.6783	2,750,037	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)

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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)	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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PYXIS INNOVATIONS INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X		
Alticor Global Holdings Inc. 7575 FULTON STREET EAST ADA, MI 49355-0001		X		
ALTICOR HOLDINGS INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X		
ALTICOR INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X		

Signatures

/s/ Kim S. Mitchell, Assistant Secretary	08/21/2006
__Signature of Reporting Person	Date
ALTICOR GLOBAL HOLDINGS INC., /s/ Kim S. Mitchell, Assistant Secretary	08/21/2006
__Signature of Reporting Person	Date
ALTICOR HOLDINGS INC., /s/ Kim S. Mitchell, Assistant Secretary	08/21/2006
__Signature of Reporting Person	Date
ALTICOR INC., /s/ Kim S. Mitchell, Assistant Secretary	08/21/2006
__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).
- (1) Pyxis Innovations Inc. owns 5,000,000 shares of Series A Preferred Stock convertible into 28,160,200 shares of common stock of the Issuer, and holds notes convertible into 4,060,288 shares of common stock of the Issuer.

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.