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CRITICARE SYSTEMS INC /DE/
Form SC 13D/A
March 12, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)
(AMENDMENT NO. 2) 1

Immtech International, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

452519 10 1

(CUSIP Number)

Emil H. Soika
Criticare Systems, Inc.
20925 Crossroads Circle, Suite 100
Waukesha, Wisconsin 53186
262-798-8282

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

February 25, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 3 Pages)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

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(however, see the Notes).

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Criticare Systems, Inc. (I.R.S. I.D. No. 39-1501563)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER 0
8 SHARED VOTING POWER 0
9 SOLE DISPOSITIVE POWER 0
10 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 0%

14 TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1. SECURITY AND ISSUER

This amendment relates to the common stock, par value \$0.01 per share (the

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"Common Stock"), of Immtech International, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 150 Fairway Drive, Suite 150, Vernon Hills, Illinois 60061.

ITEM 2. IDENTITY AND BACKGROUND

This Amendment No. 2 is filed on behalf of Criticare Systems, Inc., a Delaware corporation ("Criticare").

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended to disclose the following information:

Criticare disposed of the following shares of Common Stock: (a) a total of 18,582 shares of Common Stock were transferred in a private transaction to two individuals in December 2001; (b) 50,000 shares of Common Stock were sold in the public market in July 2002 and August 2002; (c) 4,000 shares of Common Stock were sold in the public market in October 2002; and (d) 402,374 shares of Common Stock were sold in the public market in February 2003.

After giving effect to the above-referenced sales, Criticare does not beneficially own any shares of Common Stock.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 11, 2003

CRITICARE SYSTEMS, INC.

BY /s/ Emil H. Soika

Emil H. Soika, President and
Chief Executive Officer