

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Nabi Biopharmaceuticals

(Name of Issuer)

Common Stock \$0.10 Par Value

(Title of Class of Securities)

629519109

(CUSIP Number)

David M. Knott

**485 Underhill Boulevard, Suite 205
Syosset, New York 11791**

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

May 16, 2006

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are to be sent.

* 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 the 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 (however, see the Notes).

CUSIP No. 629519109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David M. Knott

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

7. Sole Voting Power
5,286,700

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
385,700

9. Sole Dispositive Power
5,632,700

10. Shared Dispositive Power
100,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,733,200

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
9.6%

14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 629519109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Dorset Management Corporation IRS # 11-2873658

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
New York

7. Sole Voting Power
5,286,700

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
385,700

9. Sole Dispositive Power
5,632,700

10. Shared Dispositive Power
100,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,733,200

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
9.6%

14. Type of Reporting Person (See Instructions)
CO

Item 1. Security and Issuer

This statement on Schedule 13D relates to the Common Stock of the Company, and is being filed pursuant to Rules 13d-1 and 13d-5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The address of the principal executive offices of the Company is 5800 Park of Commerce Boulevard, N.W., Boca Raton, FL 33487.

Item 2. Identity and Background

This statement is being filed by David M. Knott, an individual whose business address is 485 Underhill Boulevard, Suite 205, Syosset, New York 11791.

Mr. Knott is the managing member of Knott Partners Management, LLC, a New York limited liability company ("Knott Management"), that is the sole General Partner of Shoshone Partners, L.P., a Delaware limited partnership ("Shoshone") and managing general partner of Knott Partners, L.P., a New

Jersey limited partnership (“Knott Partners” and together with Shoshone, the “Partnerships”). The Partnerships invest in securities that are sold in public markets. The principal activity of each Partnership is the acquisition of long and short positions in equity securities of publicly traded U.S. and foreign securities. Each Partnership has the authority to employ various trading and hedging techniques and strategies in connection therewith.

Mr. Knott is also the sole shareholder, Director and President of Dorset Management Corporation, a New York corporation (“Dorset”) which provides investment management services to a limited number of foreign and domestic individuals and entities (the “Managed Accounts”). The business address of Dorset is 485 Underhill Boulevard, Syosset, New York 11791. Collectively, Dorset and Mr. Knott are referred to as the Reporting Parties.

During the last five years, Mr. Knott has not been convicted in any criminal proceeding, nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The source of funds used in making each of the purchases of the Common Stock purchased indirectly by Mr. Knott through the Partnerships and the Managed Accounts was the portfolio assets of the Partnerships and each of the Managed Accounts on whose behalf Mr. Knott has purchased the Common Stock. Neither of the Partnerships nor any of the Managed Accounts own more than five percent of the Common Stock individually. The aggregate amount of consideration used by the Reporting Parties in making such purchases was \$28,735,985.

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Mr. Knott effects purchases of securities primarily through margin accounts maintained by Goldman, Sachs & Co., which may extend margin credit as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules, and the firm’s credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction

The Reporting Parties acquired the Common Stock for investment in the ordinary course of business. The Reporting Parties believe that the Common Stock at current market prices is undervalued and represents an attractive investment opportunity. The Reporting Parties may make further purchases of the Common Stock from time to time and may dispose of any or all of the Common Stock held by the Reporting Parties at any time.

On May 16, 2006, Anthony R. Campbell, a Member of Knott Partners Management, LLC sent a letter to Thomas H. McLain, the Chairman President and Chief Executive Officer of the Company. The letter stated that the Reporting Parties’ shares of Common Stock were incorrectly included for purposes of determining a quorum at the Company’s annual meeting due to an error on the part of a proxy service provider. The Reporting Parties reiterated their displeasure with the performance of the Company’s management and board of directors and stated their intention to support any alternative slate of directors at the Company’s next annual meeting unless substantial steps are taken to increase the value of the Company’s shares. The letter sent by the Reporting Parties is attached hereto as Exhibit A and is incorporated herein by reference. The Reporting Parties may continue discussions regarding these matters with management of the Company, its board of directors, stockholders or other relevant parties to express the Reporting Parties’ view regarding the Company.

Except as set forth herein, the Reporting Parties do not have any present plan or proposal that would relate to or result in any of the actions or transactions enumerated in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Parties will amend this Schedule 13D as events unfold.

Item 5. Interest in Securities of the Issuer

(a) Pursuant to Rule 13d-3, Mr. Knott may be deemed to own beneficially 5,733,200 shares of Common Stock, which represents 9.6% of all outstanding shares of Common Stock.

(b) Mr. Knott individually has the sole power to vote 5,286,700 shares of Common Stock and dispose of 5,733,200 shares of Common Stock held in the Partnerships’ accounts and the Managed Accounts. As President of Dorset, Mr. Knott shares with certain of Dorset’s clients the power to vote that portion of 285,200 shares of Common Stock held in their respective accounts. Mr. Knott also shares the power to vote 100,500 shares held by certain employees of Dorset.

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None of the Partnerships or Managed Accounts (except through Mr. Knott) either holds or shares with any person the power to vote or to dispose of the Company’s

(c) The following table details transactions effected during the past sixty days.

Shoshone Partners, LP

Date of Transaction	Purchased (P) or Sold (S)	Number of Shares	Price Per Share	How Transaction Effected
March 17, 2006	P	18,500	\$ 4.96	Open Market Purchase
March 17, 2006	P	9,600	\$ 4.96	Open Market Purchase

March 22, 2006	P	38,100	\$	5.49	Open Market Purchase
March 24, 2006	P	28,800	\$	5.71	Open Market Purchase
March 24, 2006	P	9,500	\$	5.66	Open Market Purchase
April 3, 2006	P	1,000	\$	5.59	Open Market Purchase
May 2, 2006	P	13,600	\$	6.14	Open Market Purchase

Matterhorn Offshore Fund Limited

<u>Date of Transaction</u>	<u>Purchased (P) or Sold (S)</u>	<u>Number of Shares</u>		<u>Price Per Share</u>	<u>How Transaction Effected</u>
March 17, 2006	P	42,400	\$	4.96	Open Market Purchase
March 17, 2006	P	21,400	\$	4.96	Open Market Purchase
March 22, 2006	P	85,400	\$	5.49	Open Market Purchase
March 24, 2006	P	64,300	\$	5.71	Open Market Purchase
March 24, 2006	P	21,400	\$	5.66	Open Market Purchase
April 3, 2006	P	51,200	\$	5.59	Open Market Purchase
May 2, 2006	P	46,100	\$	6.14	Open Market Purchase

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Knott Partners, L.P.

<u>Date of Transaction</u>	<u>Purchased (P) or Sold (S)</u>	<u>Number of Shares</u>		<u>Price Per Share</u>	<u>How Transaction Effected</u>
March 17, 2006	P	32,800	\$	4.96	Open Market Purchase
March 17, 2006	P	16,000	\$	4.96	Open Market Purchase
March 22, 2006	P	63,800	\$	5.49	Open Market Purchase
March 24, 2006	P	47,600	\$	5.71	Open Market Purchase
March 24, 2006	P	15,900	\$	5.66	Open Market Purchase
April 3, 2006	S	5,200	\$	5.53	Open Market Sale
April 3, 2006	S	5,500	\$	5.53	Open Market Sale
April 3, 2006	S	37,300	\$	5.53	Open Market Sale

Good Steward Trading Company SPC

<u>Date of Transaction</u>	<u>Purchased (P) or Sold (S)</u>	<u>Number of Shares</u>		<u>Price Per Share</u>	<u>How Transaction Effected</u>
March 17, 2006	P	500	\$	4.96	Open Market Purchase
March 17, 2006	P	1,100	\$	4.96	Open Market Purchase
March 22, 2006	P	2,300	\$	5.49	Open Market Purchase
March 24, 2006	P	1,600	\$	5.71	Open Market Purchase
March 24, 2006	P	600	\$	5.67	Open Market Purchase
April 3, 2006	P	4,000	\$	5.59	Open Market Purchase

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Commonfund Hedged Equity Company

<u>Date of Transaction</u>	<u>Purchased (P) or Sold (S)</u>	<u>Number of Shares</u>		<u>Price Per Share</u>	<u>How Transaction Effected</u>
March 17, 2006	P	3,900	\$	4.96	Open Market Purchase
March 17, 2006	P	1,900	\$	4.96	Open Market Purchase
March 22, 2006	P	7,800	\$	5.49	Open Market Purchase
March 24, 2006	P	5,700	\$	5.71	Open Market Purchase
March 24, 2006	P	2,000	\$	5.66	Open Market Purchase
April 3, 2006	S	4,300	\$	5.53	Open Market Sale
April 3, 2006	S	1,900	\$	5.53	Open Market Sale

Finderne LLC

<u>Date of Transaction</u>	<u>Purchased (P) or Sold (S)</u>	<u>Number of Shares</u>		<u>Price Per Share</u>	<u>How Transaction Effected</u>
March 17, 2006	P	1,300	\$	4.96	Open Market Purchase
March 17, 2006	P	600	\$	4.96	Open Market Purchase
March 22, 2006	P	2,600	\$	5.49	Open Market Purchase
March 24, 2006	P	2,000	\$	5.71	Open Market Purchase
March 24, 2006	P	600	\$	5.67	Open Market Purchase
April 3, 2006	S	2,000	\$	5.63	Open Market Sale

Mulsanne Partners, LP

Date of Transaction	Purchased (P) or Sold (S)	Number of Shares	Price Per Share	How Transaction Effected
May 2, 2006	P	10,600	\$ 6.14	Open Market Purchase

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(d) The Partnerships and Managed Accounts have the right to receive dividends and proceeds from the sale of the shares of Common Stock that may be deemed to be beneficially owned by the Reporting Parties. No individual person or entity has such right with regard to greater than five percent of the Common Stock.

(e) Not applicable.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting persons are, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The Reporting Parties have entered into agreements with the Partnerships and Managed Accounts pursuant to which the Reporting Parties have discretion over the disposition and/or the voting of the shares of Common Stock..

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Item 7. Material to Be Filed as Exhibits

Exhibit A - Letter from the Reporting Parties to Thomas H. McLain, Chairman, President and Chief Executive Officer of the Company

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SIGNATURE

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: May 16, 2006

/s/ David M. Knott

David M. Knott

Dated: May 16, 2006

Dorset Management Corporation

By: /s/ David M. Knott

Name: David M. Knott

Title: President

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KNOTT PARTNERS L.P.
485 Underhill Boulevard
Suite 205
Syosset, New York 11791-3419

David M. Knott, General Partner

Telephone: (516) 364-0303
Facsimile: (516) 364-0879

May 16, 2006

Mr. Thomas H. McLain
Chairman/President/CEO
NABI Biopharmaceuticals
5800 Park of Commerce Blvd. NW
Boca Raton, FL 33487

Dear Tom:

As you know, we are very unhappy with the performance of NABI's management and board of directors.

At the last annual meeting, an error was made by the proxy service and our shares were incorrectly included in the quorum. We have a letter to this effect on file. We wonder, if the proxy service made a mistake with the largest shareholder, how many other mistakes were made and how many other shareholders did not understand the proxy? Regardless of the precise numbers, at minimum, more than 35% of your shareholders are giving you a vote of no confidence.

This should send a loud message to you and your fellow board members. We believe that, had there been adequate time, you would not have been able to get a quorum for the annual meeting. How long can you continue to ignore us and your other disgruntled shareholders? Please be assured we will support any alternative slate at the next meeting of the company if you do not take steps to substantially increase the value of NABI shares.

We will also hold you and the directors accountable if anything is done to damage the value of the NABI franchise.

Sincerely,

Tony Campbell
