

DERMA SCIENCES, INC.  
Form 4  
June 27, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WILLS STEPHEN T**

(Last) (First) (Middle)

**PALATIN TECHNOLOGIES, INC., 4C CEDAR BROOK DRIVE**

(Street)

**CRANBURY, NJ 08512**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DERMA SCIENCES, INC. [DSCI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/24/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	06/24/2011		M	1,000 A	\$ 0 (1) 16,084	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option (right to buy)	\$ 10.26	06/24/2011		A	7,500	05/26/2012	05/26/2021	common stock	7,500
restricted stock units	\$ 0 <sup>(3)</sup>	06/24/2011		A	2,500	05/26/2012	05/26/2012	common stock	2,500
restricted stock units	\$ 0 <sup>(3)</sup>	06/24/2011		A	1,000	06/24/2011	06/24/2011	common stock	1,000
restricted stock units	\$ 0 <sup>(5)</sup>	06/24/2011		M	1,000	06/24/2011	06/24/2011	common stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLS STEPHEN T PALATIN TECHNOLOGIES, INC. 4C CEDAR BROOK DRIVE CRANBURY, NJ 08512		X		

## Signatures

/s/ Stephen T. Wills, by Raymond C. Hedger, Jr., Attorney In Fact

06/24/2011

\_\_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) Shares issued on vesting of restricted stock units, without payment of further consideration.

(2) The options were issued in consideration of the reporting person's services to the issuer and without payment of cash consideration, under the issuer's stock option plan.

(3)

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Upon vesting, the reporting person will receive the number of shares of the issuer's common stock equal to the number of restricted stock units, without payment of further consideration.

- (4) The restricted stock units were issued in consideration of the reporting person's services to the issuer and without payment of cash consideration, under the issuer's restricted stock plan.
- (5) Each restricted stock unit represented the right to receive, on vesting, one share of common stock without payment of further consideration. This transaction represents the vesting of restricted stock units.

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.