

Wolfenson Barry
Form 4
February 15, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolfenson Barry

(Last) (First) (Middle)

DERMA SCIENCES, INC., 214
CARNEGIE CENTER, SUITE 300

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DERMA SCIENCES, INC. [DSCI]

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

02/13/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEE REMARKS

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	02/13/2013		A		3,600 (1)	\$ 0	57,697	D

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

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information contained in this form are not
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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)	\$ 4.95	02/13/2013		A		2,500		<u>(2)</u>	01/20/2021	Common Stock	2,500
Stock Option (right to buy)	\$ 8	02/13/2013		A		<u>7,500</u> (3)		02/13/2013	08/31/2021	Common Stock	7,500
Stock Option (right to buy)	\$ 8.75	02/13/2013		A		<u>10,800</u> (4)		02/13/2013	02/17/2022	Common Stock	10,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolfenson Barry DERMA SCIENCES, INC. 214 CARNEGIE CENTER, SUITE 300 PRINCETON, NJ 08540			SEE REMARKS	

Signatures

/s/ Barry J.

Wolfenson

02/15/2013

__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).

- The shares of common stock reported herein represent restricted stock units issued under the issuer's equity incentive plan in consideration of the reporting person's services to the issuer granted on February 17, 2012, subject to the issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2012, and further subject to continued employment through the vesting date. The performance criteria for 2012 were met, resulting in the vesting of 3,600 restricted stock units.
- (1)
- (2) As previously reported, on January 25, 2011, the reporting person was granted an option to purchase 10,000 shares of common stock pursuant to the issuer's stock option plan. Based on the satisfaction of certain performance criteria for the fiscal years ending December

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31, 2011 and December 31, 2012, the option to purchase 7,500 shares of common stock vested on February 17, 2012 and, as reported herein, the option to purchase 2,500 shares of common stock vested on February 13, 2013.

- (3) The options reported herein were issued under the issuer's equity incentive plan in consideration of the reporting person's services to the issuer granted on August 31, 2011, subject to the issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2012, and further subject to continued employment through the vesting date. The performance criteria for 2012 were met, resulting in the vesting of 7,500 options.

- (4) The options reported herein were issued under the issuer's equity incentive plan in consideration of the reporting person's services to the issuer granted on February 17, 2012, subject to the issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2012, and further subject to continued employment through the vesting date. The performance criteria for 2012 were met, resulting in the vesting of 10,800 options.

Remarks:

Group President, Advanced Wound Care & Pharmaceutical Development

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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