DERMA SCIENCES, INC.

Form 4 May 23, 2014

FORM 4

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

OMB Number:

3235-0287

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

STAFFORD C RICHARD			2. Issuer Name and Ticker or Trading Symbol DERMA SCIENCES, INC. [DSCI]					5. Relationship of Reporting Person(s) to Issuer			
(L-A) (Eine) (Middle)		(M:131-)	3. Date of Earliest Transaction					(Check all applicable)			
(Last)	(First)	(Middle)			insaction			** 5.	400		
DEDMA CO	TIENICES INC	214	(Month/Da	•				X Director Officer (giv		6 Owner er (specify	
	CIENCES, INC. E CENTER, SU		05/21/20	014				below)	below)	cr (specify	
	(Street)	4. If Amen	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
PRINCETO	N, NJ 08450		Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po		
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction D	ate 2A. Dec	emed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Yea	ar) Executi	on Date, if	TransactionAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	Disposed	,	*	Beneficially	(D) or	Beneficial	
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/21/2014			A	7,750 (1)	A	\$ 0 (2)	39,473	D		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4))	Owne	
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	t	
								or	·	
						Date Exercisable	Expiration Date	Title Number	r	
								of		
				Code V	(A) (D)			Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

STAFFORD C RICHARD DERMA SCIENCES, INC. 214 CARNEGIE CENTER, SUITE 300 PRINCETON, NJ 08450



Signatures

/s/ C. Richard Stafford

05/23/2014

**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 and will vest on May 21, 2015.
- 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 previously granted, without the payment of further consideration.

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.

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