

DERMA SCIENCES, INC.
Form 4
February 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
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)
02/12/2015

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 below) ___ Other (specify 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/12/2015 | | A | | 3,200 (1) | A | \$ 0 79,292 D |
| Common Stock | 02/12/2015 | | F | | 974 (2) | D | \$ 8.83 78,318 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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | \$ 13.39 | 02/14/2015 | | A | 11,300 (3) | 02/14/2015 | 02/13/2024 | Common Stock | 11,300 |
| Stock Option (right to buy) | \$ 8.83 | 02/12/2015 | | A | 13,000 (4) | 02/12/2015 ⁽⁴⁾ | 02/12/2025 | Common Stock | 13,000 |

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 02/17/2015

**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 14, 2014, subject to the issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2014, and further subject to continued employment through the vesting date. Certain of the performance criteria for 2014 were met, resulting in the vesting of 3,200 restricted stock units.
- (1) Shares withheld in connection with the vesting of 3,200 restricted stock units, previously granted pursuant to the issuer's equity incentive plan, at a closing price of \$8.83, as reported herein.
 - (2) 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 14, 2014, subject to the issuer's satisfaction of certain performance criteria for the fiscal year ending December

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31, 2014, and further subject to continued employment through the vesting date. Certain of the performance criteria for 2014 were met, resulting in the vesting of 11,300 options.

- (4) The options, granted pursuant to the issuer's equity incentive plan, vested as to 25% on the grant date and will vest as to an additional 25% on February 12 of 2016, 2017 and 2018.

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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