

Hewlett Brett
Form 4
May 02, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Hewlett Brett

(Last) (First) (Middle)

WILSON ROAD
SOUTH, PRIVATE BAG 1

(Street)

TE PUKE, Q2 3189

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2011

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	04/29/2011		X ⁽¹⁾		52,084	A	\$ 8 910,417	I	By Comvita Limited ⁽²⁾
Common Stock	04/29/2011		J ⁽³⁾		45,537 ⁽⁴⁾	D	\$ 9.15 864,880 ⁽⁴⁾	I	By Comvita Limited ⁽²⁾

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
Series H Warrants	\$ 8	04/29/2011		X ⁽⁵⁾	52,084	04/18/2006	04/30/2011	Common Stock	52,084

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hewlett Brett WILSON ROAD SOUTH PRIVATE BAG 1 TE PUKE, Q2 3189	X	X		

Signatures

/s/ Brett Hewlett 05/02/2011
 **Signature of Date
 Reporting Person

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) The acquisition of the securities reported herein resulted from the exercise by Comvita Limited of a derivative security (Series H Warrant) exempt under Rule 16b-6(b).
- (2) The securities reported herein are held by Comvita Limited. Brett Hewlett is the Chief Executive Officer of Comvita Limited and therefore may be deemed to share voting and investment power with respect to these securities held by Comvita Limited. Mr. Hewlett disclaims beneficial ownership of these securities held by Comvita Limited.
- (3) The disposition of the securities reported herein resulted from the payment of exercise price by withholding underlying securities incident to the exercise by Comvita Limited of a derivative security (Series H Warrant) exempt under Rule 16b-6(b).
- (4) Reflects 45,537 underlying securities withheld by the Issuer at a 10-day average market price of \$9.15 per share less an exercise price of \$8.00 per share to fund the exercise price of the derivative security (Series H Warrant) exercised to acquire 6,547 underlying securities.
- (5) The disposition of the securities reported herein resulted from the exercise by Comvita Limited of an in-the-money derivative security (Series H Warrant) exempt under Rule 16b-6(b).
- (6) The securities reported herein were originally issued to a wholly-owned subsidiary of Comvita Limited in 2006 and were subsequently distributed by the subsidiary to Comvita Limited without payment of cash consideration. The distribution from subsidiary to Comvita

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Limited effected a change in the form of beneficial ownership exempt under Rule 16a-13 and was reported on Form 4 of Reporting Person filed April 8, 2010.

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.