**Hewlett Brett** Form 4 December 21, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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)

| 1. Name and Address of Reporting Person * Hewlett Brett |  |              | 2. Issuer Name and Ticker or Trading Symbol |  |        |             | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |
|---|--|--------------|---|--|--------|-------------|--|--|---|--|
|   |  |              | DERMA SCIENCES, INC. [DSCI]                 |  |        |             | (Check all applicable)   |  |   |  |
| (Last)  | (First) (I                             | Middle) 3. I | 3. Date of Earliest Transaction             |  |        |             |  |  |   |  |
|   |  |              | (Month/Day/Year)                            |  |        |             | _X_ Director   |  | 6 Owner   |  |
| WILSON ROAD   |  |              | 12/20/2012                                  |  |        |             | Officer (giv below)  | below)   | er (specify   |  |
| SOUTH, PR   | RIVATE BAG 1                           |              |   |  |        |             | - CE10 III)  | 0010117  |   |  |
| (Street) 4.   |  |              | 4. If Amendment, Date Original              |  |        |             | 6. Individual or Joint/Group Filing(Check  |  |   |  |
| TE PUKE, Q2 3189  |  |              | Filed(Month/Day/Year)                       |  |        |             | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person               |  |   |  |
| (City)  | (State)                                | (Zip)        | Table I - Non-D                             | erivative S                              | ecurit | ies Acq     | quired, Disposed o   | of, or Beneficial  | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)                    | 2. Transaction Dat<br>(Month/Day/Year) |              | rate, if Transacti<br>Code                  | 4. Securition(A) or Dis(D) (Instr. 3, 4) | sposed | of          | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
| Common<br>Stock   | 12/20/2012                             |              | A   | 15,000<br>(1)                            | A      | \$ 0<br>(2) | 887,880  | I  | By Comvita  |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Limited (3)

#### Edgar Filing: Hewlett Brett - Form 4

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.              | 6. Date Exerc | cisable and | 7. Titl | e and        | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|-----------------|---------------|-------------|---------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber        | Expiration D  | ate         | Amou    | nt of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of              | (Month/Day/   | Year)       | Under   | lying        | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative      | e             |             | Securi  | ties         | (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)       |               |             |         |              |             |        |
|             |             |                     |                    |            |                 |               |             |         |              |             |        |
|             |             |                     |                    |            |                 |               |             |         | Amount       |             |        |
|             |             |                     |                    |            |                 | Date          | Expiration  |         | or           |             |        |
|             |             |                     |                    |            |                 |               | Date        |         | Title Number |             |        |
|             |             |                     |                    | ~          | <i>(</i> 1) (5) |               |             |         | of           |             |        |
|             |             |                     |                    | Code V     | (A) (D)         |               |             |         | Shares       |             |        |

## **Reporting Owners**

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

# **Signatures**

/s/ Brett Hewlett 12/21/2012

\*\*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 as to 25% of the shares on the first, second, third and fourth (1) anniversaries of the grant date so long as the reporting person is a director of the issuer. Any unvested restricted stock units will vest immediately upon a Change in Control (as defined in the issuer's equity incentive plan) of the issuer while the reporting person remains a director of the issuer.
- (2) 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.
- Of the securities reported herein 23,000 are held directly by Brett Hewlett and 864,880 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 except to the extent of his pecuniary interest therein

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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