DERMA SCIENCES, INC.

Form 4

December 21, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person * **CONJEEVARAM SRINI**

2. Issuer Name and Ticker or Trading Symbol

DERMA SCIENCES, INC. [DSCI]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/20/2012

10% Owner Officer (give title

70 HEREFORD ROAD

below) 6. Individual or Joint/Group Filing(Check

Other (specify

(Street)

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

Applicable Line)

X Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BRONXVILLE, NY 10708

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

(State)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Price

Common Stock

12/20/2012

Code V Amount (D) 15,000 \$0 A (2) (1)

30,500

D

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)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration Da | 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) | | Own |
| | Security | | | | Acquired | | | | | Follo |
| | · | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | Code V | (A) (D) | Date | Expiration | Title Amount | | |
| | | | | Couc v | (11) (D) | Exercisable | Date | or | | |
| | | | | | | Excicisable | Date | Number | | |
| | | | | | | | | of | | |
| | | | | | | | | | | |
| | | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| F- | Director | 10% Owner | Officer | Other | | | |
| CONJEEVARAM SRINI 70 HEREFORD ROAD BRONXVILLE, NY 10708 | X | | | | | | |

Signatures

/s/ Srini

12/21/2012 Conjeevaram **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.
- 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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