

DERMA SCIENCES, INC.
 Form 4
 February 19, 2014

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 *
COLE ROBERT C

(Last) (First) (Middle)

1248 YELLOW SPRINGS RD

(Street)

CHESTER SPRINGS, PA 19425

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
02/14/2014

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)

See Remarks

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 or (D) Price		
Common Stock	02/14/2014		A		3,900 (1)	A	\$ 0 59,813 D
Common Stock	02/14/2014		M		3,125	A	\$ 12.4 62,938 D
Common Stock	02/14/2014		F		2,935 (2)	D	\$ 13.2 60,003 D

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

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number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Stock Option (right to buy)	\$ 11.97	02/14/2014		A	12,100 ⁽³⁾	02/14/2014	02/13/2023	Common Stock	12
Stock Option (right to buy)	\$ 13.39	02/14/2014		A	12,000 ⁽⁴⁾	02/14/2014 ⁽⁴⁾	02/14/2024	Common Stock	12
Stock Option (right to buy)	\$ 12.4	02/14/2014		M	3,125	02/24/2004 ⁽⁵⁾	02/24/2014	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE ROBERT C 1248 YELLOW SPRINGS RD CHESTER SPRINGS, PA 19425			See Remarks	

Signatures

/s/ Robert C.
Cole

02/19/2014

**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).

(1) 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 13, 2013, subject to the issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2013, and further subject to continued employment through the vesting date. Certain of the performance criteria for 2013 were met, resulting in the vesting of 3,900 restricted stock units.

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- (2) Shares delivered in connection with the cashless exercise of 3,125 options, previously granted pursuant to the issuer's stock option plan, at an exercise price of \$12.40, as reported herein.

- (3) 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 13, 2013, subject to the issuer's satisfaction of certain performance criteria for the fiscal year ending December 31, 2013, and further subject to continued employment through the vesting date. Certain of the performance criteria for 2013 were met, resulting in the vesting of 12,100 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 14 of 2015, 2016 and 2017.

- (5) The options, granted pursuant to the issuer's stock option plan, vested as to 25% on the grant date, and vested as to an additional 25% on February 24 of 2005, 2006 and 2007.

- (6) The options were originally granted in consideration of the reporting person's services to the issuer and without payment of cash.

Remarks:

Group President, Traditional Wound Care & Corporate Accounts

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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