

DERMA SCIENCES, INC.
Form 4
February 19, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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
__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 | 02/14/2014 | | A | | 3,900 (1) \$ 0 | D | |
| Common Stock | 02/14/2014 | | M | | 3,125 \$ 12.4 | D | |
| Common Stock | 02/14/2014 | | F | | 2,935 \$ 13.2 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

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
Date: 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.

Edgar Filing: DERMA SCIENCES, INC. - Form 4

- (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.

- 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.

- (3) 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.
- (4) 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.
- (5) 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.

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.