**FORM 5**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported
Form 4 Transactions Reported

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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(f) of the Investment Company Act of 1940

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

Wills Stephen T. (Last) (First) (Middle)

Palatin Technologies, Inc. 4C Cedarbrook Drive

(City) (State) (Zip)

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**2. Issuer Name and Ticker or Trading Symbol**

Palatin Technologies, Inc. PTN

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**3. IRS Identification Number of Reporting Person, if an entity (voluntary)**

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**4. Statement for Month/Year**

June 2002

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**5. If Amendment, Date of Original (Month/Year)**

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**6. Relationship of Reporting Person(s) to Issuer**

(Use Check Box and Type Below)

- Director
- 10%
- Officer (give title below)
- X Officer (give title below)
- Other (specify below)
- Executive Vice President and Chief Financial Officer

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**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr.3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr.3)</th>
<th>Conversion or Exercise Date (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>Price of Derivative (Instr. 3 and 4)</th>
</tr>
</thead>
</table>

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*If the form is filed by more than one reporting person, see instruction 4(b)(v).

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Page 1 of 2
| Options (right to buy) | $3.19 | 10/01/01 | A | 70,000 | (1) | 10/01/11 | common stock | 70,000 | $0 | 70,000 | D |

Explanation of Responses:

(1) Option becomes exercisable as to 1/3 of the shares on October 1 of each year, starting October 1, 2001.

/s/ Stephen T. Wills  
August 14, 2002

**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  

Note: File three copies of this Form, one of which must be manually signed  
If space provided 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 desplays a currently valid OMB Number.