1. Name and Address of Reporting Person

**DESOUZA ERROL B**

Last) (First) (Middle)
215 COLLEGE ROAD
PARAMUS NJ 07652

2. Issuer Name and Ticker or Trading Symbol

**PALATIN TECHNOLOGIES INC [ PTN ]**

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

07/01/2004

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


5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner
Officer (give title below) Other (specify below)

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)

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

8. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>20,000</td>
<td>$4.21</td>
<td></td>
</tr>
</tbody>
</table>

**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)

4. Deemed Execution Date, if any (Month/Day/Year)

5. Transaction Code (Instr. 8)

6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

7. Date Exercisable and Expiration Date (Month/Day/Year)

8. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

9. Price of Derivative Security (Instr. 5)

10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

12. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>20,000</td>
<td>07/31/2004</td>
<td>07/01/2014</td>
<td>common stock</td>
<td>20,000</td>
<td>0</td>
<td>20,000</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The option becomes exercisable as to 1/12 of the shares on the last day of each month, starting on July 31, 2004.

**Errol De Souza**

**Signature of Reporting Person**

Date

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

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


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.