**STANDARD FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

---

1. **Name and Address of Reporting Person**
   
   **WILLS STEPHEN T**
   
   (Last) (First) (Middle)
   
   PALATIN TECHNOLOGIES, INC.
   
   4C CEDAR BROOK DRIVE
   
   CRANBURY NJ 08512

2. **Issuer Name and Ticker or Trading Symbol**
   
   PALATIN TECHNOLOGIES INC [PTN]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   12/31/2009

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   12/31/2009

---

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>common stock</td>
<td>12/31/2009</td>
<td>M</td>
<td>250,000</td>
<td>0.37</td>
</tr>
<tr>
<td>common stock</td>
<td>12/31/2009</td>
<td>F</td>
<td>73,625</td>
<td></td>
</tr>
</tbody>
</table>

---

### 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>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 3)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) of (Instr. 3 and 4)</th>
<th>Date Exercisable (Instr. 3, 4 and 5)</th>
<th>Value or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>restricted stock unit</td>
<td>12/31/2009</td>
<td>M</td>
<td>250,000</td>
<td>12/31/2009</td>
<td>250,000</td>
</tr>
</tbody>
</table>

---

**Explanation of Responses:**

1. Shares issued on vesting of Restricted Stock Units.
2. Shares withheld by the Registrant to pay employee withholding taxes, valued at $0.37 per share, the closing price on the vesting date, 12/31/2009.
3. Each Restricted Stock Unit represented the right to receive, on vesting, one share of common stock. This transaction represents the vesting of Restricted Stock Units.

---

**Signature of Reporting Person**

Stephen T. Wills 01/05/2010

Reminder: 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.