1. Name and Address of Reporting Person*
WILLS STEPHEN T

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)

5. Relationship of Reporting Person(s) to Issuer
(See applicable instructions)
X Director (give title below)
X Officer (give title below)
Exec VP - Operations & CFO

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>V</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>$204,875</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>restricted stock unit</td>
<td>12/31/2009</td>
<td>M</td>
<td>250,000</td>
<td>$0.37</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

Date

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).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)).

Note: File three copies of this Form, one of which must be manually signed. If more 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.