**Statement of Changes in Beneficial Ownership**

**Form 4**

**United States Securities and Exchange Commission**

Washington, D.C. 20549

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)  PALATIN TECHNOLOGIES, INC.
   (First)  4B CEDAR BROOK DRIVE
   (Middle)  CRANBURY
   (Street)  NJ
   (City)    08512

2. Issuer Name and Ticker or Trading Symbol

   **PALATIN TECHNOLOGIES INC [ PTN ]**

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

   09/04/2013

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

   09/04/2013

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

   Director
   Officer (give title below)
   Executive VP and CFO/COO

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>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Number of Securities Acquired</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>common stock</td>
<td>09/04/2013</td>
<td>M</td>
<td>55,000</td>
<td>A</td>
<td>$0.69</td>
<td>D</td>
<td>Direct</td>
</tr>
<tr>
<td>common stock</td>
<td>09/04/2013</td>
<td>F</td>
<td>16,731</td>
<td>D</td>
<td>$0.69</td>
<td>D</td>
<td>Direct</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. Shares issued on vesting of restricted stock units.
2. Each restricted stock unit represented the right to receive on vesting, without further payment, one share of common stock.
3. Shares withheld by the issuer to pay employee withholding taxes, valued at $0.69 per share, the closing price on 09/03/2013, the first business day after the vesting date.

/s/ Stephen T. Wills, by

**Stephen A. Slusher, 09/06/2013**

Attorney-In-Fact

**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 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.