**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

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person*</th>
<th>2. Issuer Name and Ticker or Trading Symbol</th>
<th>3. Date of Earliest Transaction (Month/Day/Year)</th>
<th>4. If Amendment, Date of Original Filed</th>
<th>5. Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>WILLS STEPHEN T</td>
<td>PALATIN TECHNOLOGIES INC [PTN]</td>
<td>08/31/2020</td>
<td></td>
<td>Director 10% Owner X Officer (give title below) Executive VP and CFO/COO</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Shares withheld by the issuer, on election of the Reporting Person with the consent of the issuer, to pay employee withholding taxes. Such taxes were withheld and reported for the payroll for the period ended August 31, 2020, with the per share value determined as of June 24, 2020, the date of vesting. The grant and vesting of the underlying 42,925 restricted share units was reported on Form 4 filed on June 26, 2020, with a transaction date of June 24, 2020.

2. Shares withheld by the issuer, on election of the Reporting Person with the consent of the issuer, to pay employee withholding taxes. Such taxes were withheld and reported for the payroll for the period ended August 31, 2020, with the per share value determined as of June 24, 2020, the date of vesting. The grant of the underlying 50,500 time-based restricted share units which vested on June 24, 2020 was reported on Form 4 filed on June 26, 2019, with a transaction date of June 24, 2019.

/s/ Stephen T. Wills, by
Stephen A. Slusher, 08/31/2020
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).


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.