

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

☐ Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may continue.
See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility
Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Paul Ashton c/o pSivida Corp. 480 Pleasant Street Watertown MA 02472	2. Issuer Name and Ticker or Trading Symbol pSivida Corp. [PSDV]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) ☒ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) President & CEO
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 06/16/2014	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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 (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/16/2014		M		3,200	A	\$1.13	443,941	D	
Common Stock	06/16/2014		S (1)		3,200	D	\$4.01 (3)	440,741	D	
Common Stock	06/17/2014		M		4,500	A	\$1.13	445,241	D	
Common Stock	06/17/2014		S (1)		4,500	D	\$4.00 (4)	440,741	D	
Common Stock								16,781	I	By trust (5)

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).

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Form 4 (cont.)

Name and Address of Reporting Person
Paul Ashton
c/o pSivida Corp.
480 Pleasant Street
Watertown MA 02472

Issuer Name and Ticker or Trading Symbol
pSivida Corp. [PSDV]

Period Of Report
06/16/2014

**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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)		5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.13	06/16/2014		M			3,200	(2)	11/18/2018	Common Stock	3,200	\$0	261,500	D	
Stock Option (Right to Buy)	\$1.13	06/17/2014		M			4,500	(2)	11/18/2018	Common Stock	4,500	\$0	257,000	D	

Explanation of Responses:

(1) - Shares sold pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person with respect to the Common Stock of the Issuer.

(2) - The option was granted on 11/18/2008 and vested in four equal annual installments beginning on the first anniversary of the date of grant.

(3) - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.00 to \$4.03. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.00 to \$4.01. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) - Shares held by the Paul Ashton Children's Irrevocable Trust, of which the Reporting Person's minor children are the beneficiaries. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein.

By: /s/ Lori Freedman, Attorney-in-Fact
**Signature of Reporting Person

6/18/2014
Date

**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.

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