

# **PSIVIDA CORP.**

Reported by  
**ROSS LEONARD S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/03/15 for the Period Ending 12/01/15

Address	480 PLEASANT STREET SUITE B300 WATERTOWN, MA 02472
Telephone	617-926-5000
CIK	0001314102
Symbol	PSDV
SIC Code	3826 - Laboratory Analytical Instruments
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	06/30

# FORM 4

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

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continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * <b>Ross Leonard S</b> (Last) (First) (Middle) <b>C/O PSIVIDA CORP., 480 PLEASANT STREET</b> (Street) <b>WATERTOWN, MA 02472</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>pSivida Corp. [ PSDV ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) _____ Other (specify below) <b>Vice President, Finance</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/1/2015</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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	12/1/2015		M		1050	A	\$1.81	1050	D	
Common Stock	12/1/2015		S (1)		1050	D	\$4.06 (2)	0	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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)	\$1.81	12/1/2015		M			1050	(2)	6/25/2019	Common Stock	1050	\$0	43950	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 06/25/2009 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. 450 shares were sold at \$4.05 per share, 400 shares were sold at \$4.06 per share and 200 shares were sold at \$4.07 per share.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ross Leonard S C/O PSIVIDA CORP. 480 PLEASANT STREET WATERTOWN, MA 02472			Vice President, Finance	

#### Signatures

/s/ Lori Freedman, Attorney-in-Fact

12/3/2015

\*\*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.

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