

PALATIN TECHNOLOGIES INC  
 Form 5  
 August 14, 2002

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| <b>FORM 5</b>   | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><b>Washington, D.C. 20549</b><br><br><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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(f) of the Investment Company Act of 1940 | OMB APPROVAL<br><br>OMB Number: 3235-0362<br>Expires: December 31, 2001<br>Estimated average burden hours per response. . . . 1.0 |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).<br>Form 3 Holdings Reported<br>Form 4 Transactions Reported |  |   |

|   |   |  |   |
|---|---|--|---|
| 1. Name and Address of Reporting Person*<br><br>Wills Stephen T.<br><br>(Last) (First) (Middle)<br><br>Palatin Technologies, Inc.<br>4C Cedarbrook Drive<br><br>(Street)<br><br>Cranbury NJ 08512<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><br>Palatin Technologies, Inc. PTN<br><br>3. IRS Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year<br><br>June 2002<br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>___ Director ___ 10%<br>Owner<br><input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below)<br><br><u>Executive Vice President and Chief Financial Officer</u><br><br>7. Individual or Joint/Group Reporting (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>___ 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 (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------|--------------------------------------|--------------------------------|---|------------|-------|--|--|---|
|                                |                                      |                                | Amount  | (A) or (D) | Price |  |  |   |
|                                |                                      |                                |   |            |       |  |  |   |
|                                |                                      |                                |   |            |       |  |  |   |

\*If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**FORM 5 (continued) 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 | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3 and 4) | 9. Number of Derivative Securities Beneficially Owned at | 10. Ownership of Derivative Security: Direct (D) or | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|------------------------------------|--------------------------------------|--------------------------------|--|--|---|--|--|---|--|
|   |                                    |                                      |                                |  |  |   |  |  |   |  |

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|                        | Derivative Security |          |   | (D)<br>(Instr. 3, 4 and 5) |     | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | 5)  | End of Year (Instr. 4) | Indirect (I) (Instr. 4) |  |
|------------------------|---------------------|----------|---|----------------------------|-----|------------------|-----------------|--------------|----------------------------|-----|------------------------|-------------------------|--|
|                        |                     |          |   | (A)                        | (D) |                  |                 |              |                            |     |                        |                         |  |
| Options (right to buy) | \$3.19              | 10/01/01 | A | 70,000                     |     | (1)              | 10/01/11        | common stock | 70,000                     | \$0 | 70,000                 | D                       |  |
|                        |                     |          |   |                            |     |                  |                 |              |                            |     |                        |                         |  |

Explanation of Responses:

(1) Option becomes exercisable as to 1/3 of the shares on October 1 of each year, starting October 1, 2001.

/s/ Stephen T. Wills

August 14,

\_\_\_\_\_  
\*\*Signature of Reporting Person

2002  
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 provided is insufficient, see Instruction 6 for procedure.

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