

Shea John J
Form 4
September 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shea John J

2. Issuer Name and Ticker or Trading Symbol
BIODELIVERY SCIENCES
INTERNATIONAL INC [BDSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O BIODELIVERY SCIENCES
INTL, INC., 801 CORPORATE
CENTER DRIVE, SUITE 210

(Street)

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

RALEIGH, NC 27607

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/13/2012		M	A	\$ 3.83	D	
Common Stock	09/18/2012		M	A	\$ 3.83	D	
Common Stock	09/19/2012		M	A	\$ 3.83	D	
Common Stock	09/19/2012		M	A	\$ 2.29	D	
	09/20/2012		M	A		D	

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Common Stock						\$ 2.29		
Common Stock	09/20/2012		M	25,000	A	\$ 2.26	70,000	D
Common Stock	09/13/2012		<u>S</u> ⁽¹⁾	100	D	\$ 6	69,900	D
Common Stock	09/18/2012		<u>S</u> ⁽¹⁾	12,776	D	\$ 6	57,124	D
Common Stock	09/19/2012		<u>S</u> ⁽¹⁾	7,124	D	\$ 6	50,000	D
Common Stock	09/19/2012		<u>S</u> ⁽¹⁾	23,357	D	\$ 6	26,643	D
Common Stock	09/20/2012		<u>S</u> ⁽¹⁾	1,643	D	\$ 6	25,000	D
Common Stock	09/20/2012		<u>S</u> ⁽¹⁾	25,000	D	\$ 6.04	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option	\$ 3.83	09/13/2012		M	100	08/14/2003 08/14/2013	Common Stock 100
Option	\$ 3.83	09/18/2012		M	12,776	08/14/2003 08/14/2013	Common Stock 12,776
Option	\$ 3.83	09/19/2012		M	7,124	08/14/2003 08/14/2013	Common Stock 7,124
Option	\$ 2.29	09/19/2012		M	23,357	07/29/2004 07/29/2014	Common Stock 23,357

Option	\$ 2.29	09/20/2012	M	1,643	07/29/2004	07/29/2014	Common Stock	1,643
Option	\$ 2.26	09/20/2012	M	25,000	07/21/2010	07/21/2020	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shea John J C/O BIODELIVERY SCIENCES INTL, INC. 801 CORPORATE CENTER DRIVE, SUITE 210 RALEIGH, NC 27607	X			

Signatures

/s/ John J. Shea 09/20/2012

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).

(1) The sale of the shares of common stock was made pursuant to a 10b5-1 plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.