

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Freedman Lori</u>  (Last) (First) (Middle) <u>C/O PSIVIDA CORP.</u> <u>400 PLEASANT STREET</u>  (Street) <u>WATERTOWN MA 02472</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>06/19/2008</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>pSivida Corp. [ PSDV ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Corp Affairs, Gen Coun &amp; Sec</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>64,807</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Option to purchase CHESSE Depository Interests ("CDI's")</u>	<u>(1)</u>	<u>09/30/2011</u>	<u>CDIs<sup>(4)</sup></u>	<u>6,250</u>	<u>12.3487<sup>(5)</sup></u>	<u>D</u>
<u>Option to purchase CDIs</u>	<u>(2)</u>	<u>09/30/2010</u>	<u>CDIs<sup>(4)</sup></u>	<u>5,937</u>	<u>34.9563<sup>(6)</sup></u>	<u>D</u>
<u>Option to purchase CDIs</u>	<u>(3)</u>	<u>09/30/2012</u>	<u>CDIs<sup>(4)</sup></u>	<u>18,750</u>	<u>5.2245<sup>(7)</sup></u>	<u>D</u>

**Explanation of Responses:**

1. 2,083 options vested on October 18, 2007, another 2,083 options vest on October 18, 2008, and the final 2,084 options vest on October 18, 2009.
2. 2,968 options vested on December 30, 2006. The other 2,969 options were scheduled to vest on December 30, 2007, but did not vest on that date because the options' vesting was and remains subject to performance conditions that have not yet been defined. The date, if any, that the other 2,969 options may become exercisable is therefore currently unknown.
3. 6,250 options vest on October 18, 2008, another 6,250 options vest on October 18, 2009, and the final 6,250 options vest on October 18, 2010.
4. Each CDI represents an interest in one underlying share of common stock of pSivida Corp.
5. Per CDI. The exercise price was converted from A\$0.325 using the noon-day rate of exchange of the Federal Reserve Bank of New York on June 19, 2008, which was US\$0.9499 = A\$1.00. The actual exercise price will be the Australian dollar amount regardless of the exchange rate on the date of grant or of exercise.
6. Per CDI. The exercise price was converted from A\$0.92 using the noon-day rate of exchange of the Federal Reserve Bank of New York on June 19, 2008, which was US\$0.9499 = A\$1.00. The actual exercise price will be the Australian dollar amount regardless of the exchange rate on the date of grant or of exercise.
7. Per CDI. The exercise price was converted from A\$0.1375 using the noon-day rate of exchange of the Federal Reserve Bank of New York on June 19, 2008, which was US\$0.9499 = A\$1.00. The actual exercise price will be the Australian dollar amount regardless of the exchange rate on the date of grant or of exercise.

/s/ Lori Freedman06/27/2008

\*\* 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 5 (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.

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.