

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of February 2006

Commission File Number 000-51122

pSivida Limited

(Translation of registrant's name into English)

Level 12 BGC Centre
28 The Esplanade
Perth WA 6000

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F).

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- ____.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, pSivida Limited, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

pSivida Limited

Date: February 23, 2006

By: /s/ Aaron Finlay

Aaron Finlay
Chief Financial Officer and Company Secretary

EXHIBIT 99.1: Appendix 3Y: Change of Director's Interest Notice

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	pSivida Limited
ABN	78 009 232 026

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Roger Brimblecombe
Date of last notice	6 January 2005

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Direct or indirect interest	Direct Interest
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**Nature of indirect interest
(including registered holder)**

Note: Provide details of the circumstances giving rise to the relevant interest.

Date of change	22 February 2006
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No. of securities held prior to change	400,000 unlisted \$0.61 options 549,111 unlisted \$1.18 options 300,000 unlisted \$0.80 options 75,000 unlisted \$0.92 options 445,067 ordinary shares
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Class	Ordinary Fully Paid Shares
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Number acquired	100,000
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Number disposed

Value/Consideration	\$70,337.80
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Note: If consideration is non-cash, provide details and estimated valuation

No. of securities held after change	400,000 unlisted \$0.61 options 549,111 unlisted \$1.18 options 300,000 unlisted \$0.80 options 75,000 unlisted \$0.92 options 545,067 ordinary shares
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Nature of change	On-market acquisition of ordinary shares.
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Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

+ See chapter 19 for defined terms.

Part 2 - Change of director's interests in contracts

Detail of contract

Nature of interest

**Name of registered holder
(if issued securities)**

Date of change

**No. and class of securities to which interest related prior
to change**

Note: Details are only required for a contract in relation to
which the interest has changed

Interest acquired

Interest disposed

Value/Consideration

Note: If consideration is non-cash, provide details and
an estimated valuation

Interest after change

+ See chapter 19 for defined terms.

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