FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Woodthorpe Katherine (Date of Event Requiring Stater Month/Day/Year 06/19/2008	ment	3. Issuer Name and Ticker or Trading Symbol pSivida Corp. [PSDV]							
(Last) (First) (Middle) C/O PSIVIDA CORP.			Relationship of Reporting Perso (Check all applicable) X Director	on(s) to Issue	(Mo	Amendment, Danth/Day/Year)	ate of Original Filed			
400 PLEASANT STREET			Officer (give title below)	Other (spe	App	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) WATERTOWN MA 02472						X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)										
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)				
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	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)				
Option to purchase CHESS Depositary Interests ("CDI's")	(1)	09/30/2012	2 CDIs ⁽²⁾	5,000	5.2245 ⁽³⁾	D				

Explanation of Responses:

- 1. 1,667 options vest on October 18, 2008, another 1,667 options vest on October 18, 2009, and the final 1,666 options vest on October 18, 2010.
- 2. Each CDI represents an interest in one underlying share of common stock of pSivida Corp.
- 3. 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 Freedman, Attorney-in-Fact for Katherine Woodthorpe

** Signature of Reporting Person Date

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

- * 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.

POWER OF ATTORNEY

I hereby constitute and appoint Lori Freedman, my true and lawful attorney-in-fact to:

- (1) execute for and on my behalf, in my capacity as a director of pSivida Corp. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and
- (2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority.

I hereby grant to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. I acknowledge that the attorney-in-fact, in serving in such capacity at my request, is not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4 and 5 with respect to my holdings of and transactions in Company securities, unless I earlier revoke it in a signed writing delivered to the attorneys-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 25 day of June, 2008.

/s/ Katherine Woodthorpe
Signature
Katherine Woodthorpe
Drint Nama