

**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**

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

1. Name and Address of Reporting Person* <u>ODONNELL FRANCIS E JR</u>  (Last) (First) (Middle) <u>C/O BIODELIVERY SCIENCES INTL, INC.,</u> <u>4131 PARKLAKE AVE. SUITE 225</u>  (Street) <u>RALEIGH NC 27612</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BIODELIVERY SCIENCES</u> <u>INTERNATIONAL INC [ BDSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/17/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00	04/17/2019		A		45,000		(1)	05/09/2020	Common Stock	45,000	\$0.00	45,000	D	
Stock Options (Right to Buy)	\$4.96	04/17/2019		A		22,500		(2)	04/17/2029	Common Stock	22,500	\$0.00	22,500	D	

**Explanation of Responses:**

- The restricted stock units ("RSUs") were issued to the Reporting Person on April 17, 2019, as compensation for service on the Issuer's board of directors. The RSUs vest as follows: (i) 22,500 RSUs vest in the first open window following the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, and (ii) 22,500 RSUs vest in the first open window following the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020.
- The stock options ("options") were issued to the Reporting Person on April 17, 2019, as compensation for service on the Issuer's board of directors. The options vest as follows: (i) 11,250 options vest in the first open window following the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, and (ii) 11,250 RSUs vest in the first open window following the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020. The exercise price of the options is the volume-weighted average price of the Issuer's Common Stock for the 30-day period ending April 16, 2019.

**Remarks:**

/s/ Francis E. O'Donnell Jr. 04/19/2019

\*\* 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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