

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>BARRETT DAVID JONATHAN</u>  (Last) (First) (Middle) 99 HUDSON STREET 5TH FLOOR  (Street) NEW YORK NY US 10013  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VENTRUS BIOSCIENCES INC [ VTUS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2013	
	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	Amount or Number of Shares				
Restricted Stock Units	(1)	04/05/2013		A		200,000		(2)	06/30/2016	Common Stock	200,000	\$0	150,000	D	
Phantom Stock	(3)(4)	04/05/2013		A		50,000		(5)	(5)	Common Stock	50,000	(3)	50,000	D	
Stock Options (right to buy)	\$8.1							(6)	12/22/2020	Common Stock	40,000		40,000	D	
Stock Options (right to buy)	\$6							(7)	12/22/2020	Common Stock	305,920		305,920	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- The restricted stock units vest in four equal amounts (25% each) as follows: 25% on the date of grant and 25% when the 20 trading day volume weighted average price of the Issuer's common stock equals or exceeds \$4.15, \$5.15 and \$6.15. The unvested restricted stock units expire on June 30, 2016 if a vesting threshold has not been met by that date.
- Upon the immediate vesting on April 5, 2013 of 50,000 restricted stock units granted to the reporting person on April 5, 2013, the reporting person elected to defer the receipt of those 50,000 shares of common stock, resulting in the accrual to his phantom stock account of 50,000 shares of phantom stock.
- Each share of phantom stock represents the right to receive one share of the Issuer's common stock.
- The phantom stock becomes payable on the earliest to occur of (a) termination of employment, (b) a change in control of the Issuer, or (c) April 1, 2015.
- The options vested 1/3 on 1/15/2013, and the remaining 2/3 will vest in equal installments on the first and second anniversaries after 1/15/2013.
- The options vested 1/3 on 12/22/2010, and the remaining 2/3 will vest in equal installments on the first and second anniversaries of 12/22/2010.

/s/ Alexander M. Donaldson, by 04/09/2013  
Power of Attorney

\*\* 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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