

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Williams Bryan</u> (Last) (First) (Middle) <u>C/O MARSHALL EDWARDS, INC.</u> <u>11975 EL CAMINO REAL, SUITE 101</u> (Street) <u>SAN DIEGO CA 92130</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARSHALL EDWARDS INC [MSHL]</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>05/11/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Common stock, par value \$0.00000002 per share	05/11/2012		X		250 ⁽¹⁾⁽²⁾	A	\$0.89 ⁽¹⁾⁽²⁾	750	D	

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					
Subscription rights (right to buy)	\$0.445	05/11/2012		X			500 ⁽¹⁾⁽²⁾	03/30/2012	05/11/2012	Units consisting of common stock and warrants	\$0	0	D	
Warrants to purchase shares of common stock	\$1.19	05/11/2012		X			125 ⁽¹⁾⁽²⁾	05/11/2012	05/10/2017	Common stock	\$0.89 ⁽¹⁾⁽²⁾	125	D	

Explanation of Responses:

- The shares of common stock, par value \$0.00000002 per share ("Common Stock") and warrants to purchase Common Stock were acquired in connection with the Marshall Edwards, Inc. (the "Company") rights offering, the subscription period for which expired on May 11, 2012. In the rights offering, the Company distributed to its shareholders and holders of its Series A warrants, on a pro rata basis, subscription rights for the purchase of units. Each unit consisted of 0.50 shares of the Company's Common Stock and warrants to purchase an additional 0.25 shares of Common Stock at an exercise price of \$1.19 per share. The subscription price for each unit was \$0.445 (or \$0.89 for two units, representing one whole share of Common Stock). (Continued in footnote 2)
- The reporting person exercised subscription rights for an aggregate of 500 units. Accordingly, upon the closing of the rights offering, the Company issued to the reporting person 250 shares of Common Stock and warrants to purchase an additional 125 shares of Common Stock.

/s/ Bryan Williams

05/15/2012

** 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.

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.