

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Cole Kathy</u> <hr/> (Last) (First) (Middle) 2600 KELLY ROAD <hr/> (Street) WARRINGTON PA 18976 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DISCOVERY LABORATORIES INC /DE/</u> [ DSCO ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Senior VP, Human Resources
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2008	
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 <sup>(1)</sup>	12/31/2007		A	V	902	A	\$2.15	5,026	D	
Common Stock <sup>(1)</sup>	03/31/2008		A	V	919	A	\$2.11	5,945	D	
Common Stock <sup>(1)</sup>	06/30/2008		A	V	1,174	A	\$1.65	7,119	D	
Common Stock <sup>(1)</sup>	09/30/2008		A	V	1,059	A	\$1.83	8,178	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						Title
Incentive Stock Option (right to buy)	\$1.21	12/12/2008		A		10,000		(2)	12/12/2018	Common Stock	10,000	\$0	10,000	D	
Incentive Stock Option (right to buy)	\$1.93	12/12/2008		A		36,508		(2)	12/12/2018	Common Stock	36,508	\$0	36,508	D	
Non-Qualified Stock Option (right to buy)	\$1.21	12/12/2008		A		20,000		(2)	12/12/2018	Common Stock	20,000	\$0	20,000	D	
Non-Qualified Stock Option (right to buy)	\$1.93	12/12/2008		A		23,492		(2)	12/12/2018	Common Stock	23,492	\$0	23,492	D	

**Explanation of Responses:**

- Transaction reported on Table I represents Issuer's matching stock contribution pursuant to 401(k) plan.
- This employee stock option shall vest in a series of three successive equal annual installments beginning with the first year anniversary of the grant.

Kathy Cole 12/16/2008  
 \*\* 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.