

**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

1. Name and Address of Reporting Person* <u>GOLD DANIEL P PHD</u>  (Last) (First) (Middle) <u>C/O MARSHALL EDWARDS, INC.</u> <u>140 WICKS ROAD, NORTH RYDE</u>  (Street) <u>NEW</u> <u>SOUTH</u> C3 <u>2113</u> <u>WALES</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/23/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>MARSHALL EDWARDS INC [ MSHL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**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 Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Options to purchase shares of common stock</u>	(1)	(2)	<u>Common Stock</u>	<u>110,195<sup>(3)</sup></u>	<u>5.05</u>	<u>D</u>	

**Explanation of Responses:**

- 25% will vest one year from the effective date of the Dr. Gold's employment agreement, effective April 19, 2010, thereafter, the remaining 75% of Dr. Gold's options will vest in equal monthly installments over the following 36 months.
- The options expire five years from the grant date.
- The Company has agreed to grant Dr. Gold options to purchase an additional 110,195 shares of common stock of the Company no later than 30 days following the public release of the Company's Ovature study results.

/s/ Daniel P. Gold

05/03/2010

\*\* 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 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.