

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

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).

1. Name and Address of Reporting Person* <u>NOVOGEN LTD</u> (Last) (First) (Middle) <u>140 WICKS ROAD</u> (Street) <u>NORTH RYDE, C3 2113</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2011</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			

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					
Series A Convert Preferred Stock, par value \$0.01 per share	(1)(2)	05/09/2011		p ⁽¹⁾⁽²⁾		1,000		05/09/2011	(3)	Common Stock, par value \$0.00000002 per share ⁽³⁾	8,427,000 ⁽¹⁾⁽²⁾	(1)(2)	1,000	D

Explanation of Responses:

- On May 9, 2011, upon the consummation of the transactions contemplated by the Asset Purchase Agreement (the "Asset Purchase Agreement"), dated as of December 21, 2010, between the issuer, Novogen, and Novogen Research Pty Limited, a wholly-owned subsidiary of Novogen, Novogen received 1,000 shares of the issuer's Series A Convertible Preferred Stock, par value \$0.01 per share, as consideration for the sale of certain assets used in or generated under or in connection with the discovery, development, manufacture and marketing of intellectual property and products based on the field of isoflavonoid technology and on compounds known as isoflavones.
- (Continued from footnote 1) Each share of Series A Convertible Preferred Stock is convertible at any time and from time to time and without the payment of additional consideration by the holder thereof into 4,827 shares of the issuer's common stock, par value \$0.00000002 per share, for an aggregate amount of 4,827,000 shares, valued in total at \$4,000,000 based on the volume weighted average price over the 20 trading days prior to the date of the Asset Purchase Agreement. In addition, if a Phase II clinical trial involving any of the isoflavone technology acquired by the issuer has achieved a statistically significant result (p=0.05 or less) or a first patient is enrolled in a Phase III clinical trial involving such technology, whichever is earlier, each share of the Series A Convertible Preferred Stock not already converted may thereafter be converted into 9,654 shares of Common Stock.
- Upon the earlier of (i) the fifth anniversary of the closing of the Asset Purchase Agreement and (ii) a "change in control", as defined in the Asset Purchase Agreement, of Novogen, all unconverted Convertible Preferred Stock will automatically convert into Common Stock in accordance with the applicable conversion ratio.

s/ William D. Rueckert Name: 05/10/2011
William D. Rueckert Chairman

** 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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