

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Davis, Cynthia L.
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(Last)	(First)	(Middle)
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4909 Curly Hill Road
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(Street)

Doylestown,	Pennsylvania	18901
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(City)	(State)	(Zip)
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2. Date of Event Requiring Statement (Month/Day/Year)

11/24/98

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Discovery Laboratories, Inc. ("Discovery")

DSCO

5. Relationship of Reporting Person to Issuer
(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

Controller

6. If Amendment, Date of Original (Month/Day/Year)

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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)
Common Stock	5,125	D	

* If the Form is filed by more than one Reporting Person see instruction 5(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conver- sion or Exercise Price of	5. Owner- ship Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial
	Date	Expira-				
			Amount or Number			

Security (Inst. 4)	Exercisable	tion Date	Title	of Shares	Derivative Security	(I) (Instr. 5)	Ownership (Instr. 5)
Employee Stock Options	6/16/98(1)	1/1/07	Common Stock	1,950	\$0.082	D	
Employee Stock Options	6/16/98(1)	1/1/08	Common Stock	8,775	\$0.1923	D	
Employee Stock Options	3/5/98(2)	3/5/08	Common Stock	4,728	\$4.06	D	
Employee Stock Options	6/16/98(2)	6/16/08	Common Stock	11,848	\$4.44	D	

Explanation of Responses:

(1) This option becomes exercisable as to 25% of the option shares on the date of the grant. The remaining 75% of the option shares are exercisable in three equal annual installments beginning with the first year anniversary of the date of the grant.

(2) This option becomes exercisable in three equal annual installments beginning with the first year anniversary following June 16, 1998.

/s/ Cynthia Davis

December 4, 1998

** Signature of Reporting Person

Date

** 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 provided is insufficient, See Instruction 6 for procedure.