

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>CALHOUN CHRISTOPHER J</u> (Last) (First) (Middle) C/O CYTORI THERAPEUTICS, INC. 3020 CALLAN ROAD (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYTORI THERAPEUTICS, INC. [CYTX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/16/2006</u>	

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	02/14/2006		M		1,450	A	\$0.15	51,450	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	02/14/2006		S		1,450	D	\$7.5	50,000	D	
Common Stock	02/16/2006		M		9,774	A	\$0.15	59,774	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	02/16/2006		S		9,774	D	\$7.5	50,000	D	
Common Stock	02/17/2006		M		8,673	A	\$0.15	58,673	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	02/17/2006		S		8,673	D	\$7.5	50,000	D	
Common Stock	02/21/2006		M		3,988	A	\$0.15	53,988	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	02/21/2006		S		3,988	D	\$7.51	50,000	D	
Common Stock	02/23/2006		M		935	A	\$0.15	50,935	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	02/23/2006		S		935	D	\$7.5	50,000	D	
Common Stock	02/24/2006		M		500	A	\$0.15	50,500	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	02/24/2006		S		500	D	\$7.5	50,000	D	
Common Stock	02/27/2006		M		500	A	\$0.15	50,500	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	02/27/2006		S		500	D	\$7.5	50,000	D	
Common Stock	03/02/2006		M		200	A	\$0.15	50,200	D	
Common Stock (Sale Pursuant to Rule 10b5-1 Trading Plan)	03/02/2006		S		200	D	\$7.55	50,000	D	
Common Stock								100,000	I	By TTMC Investments, Inc. ⁽²⁾

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)					

**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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$0.15	02/14/2006		M ⁽⁴⁾			1,450 ⁽³⁾	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	1,450	\$0	1,047,300	D	
Employee Stock Option (Right to Buy)	\$0.15	02/16/2006		M ⁽⁴⁾			9,774 ⁽³⁾	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	9,774	\$0	1,037,526	D	
Employee Stock Option (Right to Buy)	\$0.15	02/17/2006		M ⁽⁴⁾			8,673 ⁽³⁾	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	8,673	\$0	1,028,853	D	
Employee Stock Option (Right to Buy)	\$0.15	02/21/2006		M ⁽⁴⁾			3,988 ⁽³⁾	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	3,988	\$0	1,024,865	D	
Employee Stock Option (Right to Buy)	\$0.15	02/23/2006		M ⁽⁴⁾			935 ⁽³⁾	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	935	\$0	1,023,930	D	
Employee Stock Option (Right to Buy)	\$0.15	02/24/2006		M ⁽⁴⁾			500 ⁽³⁾	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	500	\$0	1,023,430	D	
Employee Stock Option (Right to Buy)	\$0.15	02/27/2006		M ⁽⁴⁾			500 ⁽³⁾	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	500	\$0	1,022,930	D	
Employee Stock Option (Right to Buy)	\$0.15	03/02/2006		M ⁽⁴⁾			200	01/01/1999 ⁽¹⁾	01/01/2009	Common Stock	200	\$0	1,022,730	D	

Explanation of Responses:

- The Employee Stock Options vested 25% on the first anniversary from the date of grant (01/01/1999) and at a rate of 1/48th each month thereafter.
- These shares are held of record by TTMC Investments, Inc., and Mr. Calhoun has sole voting and investment power with respect to the shares held by TTMC investments, Inc. Mr. Calhoun disclaims beneficial ownership of these securities, except to the extent he has a pecuniary interest in the securities, and this report shall not be deemed an admission that Mr. Calhoun is the beneficial owner of such securities for purpose of section 16 or for any other purpose.
- The Employee Stock Options were erroneously reported as acquired in Table II, Column 5 on the Form 4 filed on 2/16/06, 02/22/06, and 02/27/06. This Form 4/A is being filed to reflect that such Employee Stock Options were disposed.
- Code X was erroneously used in the original Form 4 filed on 02/16/06, 02/22/06, 02/27/06, and 03/06/06. This was an exercise of derivative security exempted pursuant to Rule 16b-3, upon which Code M is the appropriate Code to use.

Christopher J. Calhoun

03/07/2006

** 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.