

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Saad Mark E</u>			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 Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3020 CALLAN ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	SAN DIEGO CA 92121				

**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			
Restricted Stock (Common Stock) <sup>(1)</sup>	01/26/2012		D		33,500 <sup>(1)</sup>	D	\$0	89,000	D	
Restricted Stock (Common Stock) <sup>(2)</sup>	01/26/2012		A		33,500 <sup>(2)</sup>	A	\$0	122,500	D	
Restricted Stock (Common Stock) <sup>(3)</sup>	01/26/2012		A		20,000 <sup>(3)</sup>	A	\$0	142,500	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
Employee Stock Option	\$3.44	01/26/2012		A		40,000		02/26/2012 <sup>(4)</sup>	01/26/2022	Common Stock	40,000	\$0	695,000	D	

**Explanation of Responses:**

- The Compensation Committee has determined that the restricted stock performance goals for 2011 were not met, ceasing the vesting for all shares granted.
- The vesting of the Restricted Stock award depends upon the achievement of certain performance goals established by the Compensation Committee for the year ended December 31, 2012. In January 2013, the Compensation Committee will determine the percentage of this grant that will continue to vest based upon the achievement of the performance goals for the year 2012. Any shares within this grant that the Committee determines should continue to vest would then become fully vested on January 10, 2014, subject to Participant's continued employment with the Company through the vesting date.
- The Restricted Stock Award vests in full on January 10, 2013, subject to Participant's continued employment with the Company through the vesting date.
- The Employee stock options vest 1/48th each month from date of grant.

**Remarks:**

Jonathan E. Soneff, By Power of Attorney For: Mark E. Saad 01/30/2012

\*\* 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.