

**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>HOLMES E. CARMACK</u>  (Last) (First) (Middle) C/O CYTORI THERAPEUTICS, INC. 3020 CALLAN ROAD  (Street) SAN DIEGO X1 92121  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYTORI THERAPEUTICS, INC. [ CYTX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 02/26/2007  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
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		

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (Right to Buy)	\$5.44	02/26/2007		A	20,000		03/26/2007 <sup>(1)</sup>	02/26/2017	Common Stock	20,000	\$0	175,000	D	

**Explanation of Responses:**

1. The options vest 1/24th each month from the date of grant.

**Remarks:**

Jonathan E. Soneff, By Power of Attorney For: E. Carmack Holmes 02/28/2007

\*\* 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.

**POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints Jonathan E. Soneff as the undersigned's true and lawful attorney-in-fact to:

1. prepare and execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer, and/or director and or Board Member of Cytori Therapeutics, Inc., a Delaware corporation (the "Company"),
  - notifications of Forms 3, 4 and 5 to the US Securities and Exchange Commission (SEC), and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, and
  - notifications to the German Bundesanstalt für Finanzdienstleistungen (BaFin), and any amendments thereto, in accordance with Section 15a of the WpHG (German Securities Trading Act), and the rules promulgated thereunder, and
  - any forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
  
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such notifications, or other form or report, and timely file any such form with the SEC and the BaFin and any stock exchange or similar authority.

The undersigned acknowledges that the foregoing attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned, a representative of the undersigned or the Company to such attorney-in-fact. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) of the Securities Exchange Act of 1934 and Section 15a of the German Securities Trading Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to report with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this   24   day of October, 2005.

/s/ E. Carmack Holmes  
Name: E. Carmack Holmes