

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>CALHOUN CHRISTOPHER J</b>			2. Issuer Name and Ticker or Trading Symbol <b>CYTORI THERAPEUTICS, INC. [ CYTX ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/02/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	02/02/2012		M <sup>(2)</sup>		182,150	A	\$3.09	350,525	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		40,400	D	\$4	310,125	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		68,750	D	\$4.01	241,375	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		35,400	D	\$4.02	205,975	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		5,337	D	\$4.03	200,638	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		7,463	D	\$4.04	193,175	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		5,183	D	\$4.05	187,992	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		7,595	D	\$4.06	180,397	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		4,305	D	\$4.07	176,092	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		617	D	\$4.08	175,475	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		2,100	D	\$4.09	173,375	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		3,300	D	\$4.1	170,075	D	
Common Stock	02/02/2012		S <sup>(1)</sup>		1,700	D	\$4.11	168,375	D	
Common Stock	02/03/2012		M <sup>(2)</sup>		22,850	A	\$3.09	191,225	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		5,388	D	\$4	185,837	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		5,400	D	\$4.01	180,437	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		400	D	\$4.02	180,037	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		600	D	\$4.03	179,437	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		100	D	\$4.04	179,337	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		1,600	D	\$4.05	177,737	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		1,112	D	\$4.06	176,625	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		3,500	D	\$4.07	173,125	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		4,650	D	\$4.08	168,475	D	
Common Stock	02/03/2012		S <sup>(1)</sup>		100	D	\$4.1	168,375	D	
Common Stock								36,850	I	By 401(k) Plan

**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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned											Transaction(s)		
			(e.g., puts, calls, warrants, options, convertible securities)								(Instr. 4)		
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)		
Employee Stock Option	\$3.09	02/02/2012		M <sup>(2)</sup> V	(A) 182,150	Date 03/08/2002 <sup>(3)</sup> Expiration 02/08/2012	Common Stock	\$0	1,207,850	D			
Employee Stock Option	\$3.09	02/03/2012		M <sup>(2)</sup>	22,850	03/08/2002 <sup>(3)</sup> 02/08/2012	Common Stock	\$0	1,185,000	D			

**Explanation of Responses:**

- Shares sold pursuant to a 10b5-1 Plan.
- These stock options would have expired 02/08/2012 if not exercised and Company will receive \$633,450 in total proceeds from the exercises.
- The Employee Stock options vested monthly from the grant date (02/08/2002) at a rate of 1/48th each month thereafter.

**Remarks:**

Jonathan E. Soneff, By Power of Attorney For: Christopher J. Calhoun 02/06/2012

\*\* 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.

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