

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>COX MARSHALL G</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYTORI THERAPEUTICS, INC. [XMP]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2005</u> 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
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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	09/27/2005		X		46,876	A	\$3	565,116 ⁽¹⁾	D	
Common Stock	09/27/2005		X		22,223	A	\$2.25	565,116	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 (right to buy)	\$3	09/27/2005		X			46,876	01/01/2001 ⁽²⁾	01/01/2010	Common Stock	46,876	\$0	410,000	D	
Common Stock Warrants (right to buy)	\$2.25	09/27/2005		X			11,000	09/28/1998	09/28/2008	Common Stock	11,000	\$0	0	D	
Common Stock Warrants (right to buy)	\$2.25	09/27/2005		X			5,556	11/27/1998	11/27/2008	Common Stock	5,556	\$0	0	D	
Common Stock Warrants (right to buy)	\$2.25	09/27/2005		X			5,667	01/08/1999	01/08/2009	Common Stock	5,667	\$0	0	D	

Explanation of Responses:

- This number does not reflect 5,334 shares owned by the spouse of Mr. Cox. Mr. Cox disclaims beneficial ownership of the securities owned by his spouse, and this report shall not be deemed an admission that Mr. Cox is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The Employee Stock Options vested 25% on the first anniversary from the date of grant (01/01/2001) and at a rate of 1/48th each month thereafter.

Marshall G. Cox 09/29/2005
 ** 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.