

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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* <u>HEDRICK MARC H</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2013</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)	CA	92121						
(City)	(State)	(Zip)						

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)	01/31/2013		D		15,477 ⁽¹⁾	D	\$0	504,611	D	
Common Stock								9,600	I	By Family Trust ⁽²⁾
Common Stock								7,500	I	By IRA

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	\$2.74	01/31/2013		A		183,333		02/28/2013 ⁽³⁾	01/31/2023	Common Stock	183,333	\$0	838,333	D	
Employee Stock Option	\$5	01/31/2013		A		91,667		02/28/2013 ⁽³⁾	01/31/2023	Common Stock	91,667	\$0	930,000	D	
Warrant to Purchase Common Stock	\$2.62							05/12/2009	05/12/2014	Common Stock	35,000		35,000	D	

Explanation of Responses:

- On January 31st, 2013 the Compensation Committee of the Board of Directors determined that 58% of the performance goals for the 2012 performance conditioned restricted stock grant were achieved, and that such percentage of shares granted will continue to time vest through January 10, 2014. The remaining portion of the 2012 performance grant shares (42%) are no longer qualified to continue vesting and have been cancelled. The disposition of these cancelled shares is reflected in Table I above.
- These securities are owned by M Hedrick & T Hedrick TTEE Dr. Marc Hamilton Hedrick & TRA U/A DTD 09/13/1999.
- The Employee Stock options vest 1/48th each month from date of grant.

Remarks:

Jonathan E. Soneff, By Power of Attorney For: Marc H. Hedrick 02/04/2013

** 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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