

OMB APPROVAL	
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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>SHIRAHAMA NORIO SEIJIRO</u> _____ (Last) (First) (Middle) <u>3020 CALLAN ROAD</u> _____ (Street) <u>SAN DIEGO CA 92121</u> _____ (City) (State) (Zip)			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>President - Asia Pacific</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2013</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/04/2013</u>			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		

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		13,366 ⁽¹⁾	D	\$0	48,659	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	\$2.74	01/31/2013		A		83,333 ⁽²⁾		02/28/2013 ⁽³⁾	01/31/2023	Common Stock	83,333	\$0	585,833	D	
Employee Stock Option	\$5	01/31/2013		A		41,667 ⁽²⁾		02/28/2013 ⁽³⁾	01/31/2023	Common Stock	41,667	\$0	627,500	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.
- The reporting person is amending the Form 4 originally filed to report this option grant, for the purpose of correcting the number of options granted.
- The Employee stock options vest 1/48th each month from date of grant.

Remarks:

Jonathan E. Soneff, By Power of Attorney For: Seijiro N. Shirahama 02/13/2013
 ** 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.

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.