FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 Addi	2. Date of Even Requiring State Month/Day/Yea 11/09/2006	ment	3. Issuer Name and Ticker or Trading Symbol CYTORI THERAPEUTICS, INC. [CYTX]							
(Last) C/O CYTORI 3020 CALLA		(Middle)	_			4. Relationship of Reporting Person (Check all applicable) Director X Officer (give title		(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/17/2006 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street) SAN DIEGO CA 92121						below) Sen. VP Intern Sales,	below) Marketin	App		
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct or Indirect (I) (Instr. 5)		t (D) (Ins	Nature of Indirect Beneficial Ownership nstr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securiti Underlying Derivative Security			4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
						Amount	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
			Date Exercisable	Expiration Date	n Title		Number of Shares	Security	(I) (Instr. 5)	
Employee Stoc	k Option (Rig	ht to Buy)			Title	Common Stock	of	7.34	(i) (instr. 5)	
Employee Stoc	1 (0		Exercisable	Date	Title	Common Stock Common Stock	of Shares			
1 0	k Option (Rig	ht to Buy)	11/09/2006	Date 01/02/2011	Title		of Shares 100,000	7.34	D	
Employee Stoc	k Option (Rig	ht to Buy)	11/09/2006 11/09/2006	01/02/2011 09/17/2011	Title	Common Stock	of Shares 100,000 35,000	7.34	D D	
Employee Stoc	k Option (Riginal Riginal Rigi	ht to Buy) ht to Buy)	11/09/2006 11/09/2006 11/09/2006	01/02/2011 09/17/2011 02/08/2012	Title	Common Stock Common Stock	of Shares 100,000 35,000 30,000	7.34 2.51 3.09	D D	
Employee Stoc Employee Stoc	k Option (Rig k Option (Rig k Option (Rig k Option (Rig	ht to Buy) ht to Buy) ht to Buy)	11/09/2006 11/09/2006 11/09/2006 11/09/2006	01/02/2011 09/17/2011 02/08/2012 01/28/2013	Title L L L L L L L L L L L L L	Common Stock Common Stock Common Stock	of Shares 100,000 35,000 30,000 29,895	7.34 2.51 3.09 4.4	D D D D	

Explanation of Responses:

Remarks:

The purpose of this amendment to the Form 3 filed by the Reporting Person on November 17, 2006 is to correct the expiration dates of the derivative securities reported in Table II. All other information is unchanged.

Jonathan E. Soneff, By Power of Attorney For: Bruce Reuter

05/09/2007

** 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 5 (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.