

Pourhassan Nader
Form 5
November 02, 2011

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
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1. Name and Address of Reporting Person *
Pourhassan Nader

(Last) (First) (Middle)

5099 GALEN STREET

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
CYTODYN INC [CYDY]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
05/31/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Reporting

(check applicable line)

LAKE OSWEGO, OR 97035

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|------------------|--------------|---|---|---|
| Common Stock | 06/11/2009 | Â | S4 | 1,600 | D | \$ 0.6 | 233,409 | I | By Spouse |
| Common Stock | 10/08/2009 | Â | S4 ⁽¹⁾ | 14,474 | D | \$ 0.9227 | 218,935 | I | By Spouse |
| Common Stock | 10/16/2009 | Â | S4 | 500 | D | \$ 1.02 | 218,435 | I | By Spouse |
| Common Stock | 11/11/2009 | Â | S4 ⁽²⁾ | 7,000 | D | \$ 1.45 | 211,435 | I | By Spouse |

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| | | | | | | | | | |
|--------------|------------|---|-------------------|--------|---|---------|---------|---|-----------|
| Common Stock | 11/13/2009 | Â | S4 ⁽²⁾ | 6,435 | D | \$ 1.45 | 205,000 | I | By Spouse |
| Common Stock | 11/25/2009 | Â | S4 | 1,000 | D | \$ 1.89 | 204,000 | I | By Spouse |
| Common Stock | 01/12/2010 | Â | S4 | 2,000 | D | \$ 1.95 | 202,000 | I | By Spouse |
| Common Stock | 01/13/2010 | Â | S4 | 10,000 | D | \$ 1.95 | 192,000 | I | By Spouse |
| Common Stock | 02/25/2010 | Â | S4 | 2,000 | D | \$ 2 | 190,000 | I | By Spouse |
| Common Stock | 04/20/2010 | Â | S4 | 3,000 | D | \$ 1.95 | 187,000 | I | By Spouse |
| Common Stock | 04/22/2010 | Â | S4 | 3,000 | D | \$ 1.85 | 184,000 | I | By Spouse |
| Common Stock | 04/28/2010 | Â | S4 | 2,000 | D | \$ 1.9 | 182,000 | I | By Spouse |
| Common Stock | 05/24/2010 | Â | S4 | 3,000 | D | \$ 1.45 | 179,000 | I | By Spouse |
| Common Stock | 05/25/2010 | Â | S4 | 500 | D | \$ 1.45 | 178,500 | I | By Spouse |
| Common Stock | 05/26/2010 | Â | S4 | 3,000 | D | \$ 1.5 | 175,500 | I | By Spouse |
| Common Stock | 05/28/2010 | Â | S4 | 1,000 | D | \$ 1.45 | 174,500 | I | By Spouse |
| Common Stock | 06/24/2009 | Â | G5 | 30,000 | D | \$ 0 | 69,100 | D | Â |
| Common Stock | 05/01/2010 | Â | G5 | 10,000 | D | \$ 0 | 59,100 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 2270
(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |

Options
(right to \$ 1.95 01/13/2010 Â A4 300,000 Â Â ⁽³⁾ 01/13/2014 Common 300,0
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pourhassan Nader 5099 GALEN STREET LAKE OSWEGO, OR 97035 | Â | Â | Â Chief Operating Officer | Â |

Signatures

Nader
Pourhassan 11/02/2011

__Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- This transaction was executed in multiple trades at prices ranging from \$0.90 to \$1.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the
- (1) Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form .
 - (2) The reporting person has agreed to disgorge a total short swing profit of \$1,217.00 resulting from numerous transactions by his spouse.
 - (3) The options began vesting on 02/13/2010 in 36 equal monthly installments.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.