

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
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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)
05/31/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Reporting

(check applicable line)

LAKE OSWEGO, OR 97035

____X____ 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)	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	11/01/2008	Â	G5	50,000 D \$ 0	180,000	D	Â
Common Stock	03/02/2009	Â	A4	150,000 A \$ 0	330,000	D	Â
Common Stock	03/01/2009	Â	G5	30,000 D \$ 0	300,000	D	Â
Common Stock	03/01/2009	Â	G5	10,900 D \$ 0	289,100	D	Â

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Common Stock	03/01/2009	Â	G5	30,000	D	\$ 0	259,100	D	Â
Common Stock	03/01/2009	Â	G5	10,000	D	\$ 0	249,100	D	Â
Common Stock	05/18/2009	Â	G5	70,000	D	\$ 0	179,100	D	Â
Common Stock	05/18/2009	Â	S4	80,000	D	\$ 0.5	99,100	D	Â

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. of D Se Bo O Er Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

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

Signatures

Nader
Pourhassan 11/02/2011

**Signature of
Reporting Person

Date

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).

^

Remarks:

(^ ^ 3^ of^ ^ 3^)

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