

GOULD GREGORY A

Form 4

October 31, 2011

**FORM 4**
**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOULD GREGORY A

(Last) (First) (Middle)

110 CRENSHAW LAKE ROAD

(Street)

LUTZ, FL 33548

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/20/2006

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)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                                             |                                                                |                                                                     |

# Edgar Filing: GOULD GREGORY A - Form 4

| Derivative Security        |         |            | Disposed of (D)<br>(Instr. 3, 4, and 5) |         | Date Exercisable | Expiration Date | Title  | Amount or Number of Shares |
|----------------------------|---------|------------|-----------------------------------------|---------|------------------|-----------------|--------|----------------------------|
|                            |         |            | Code                                    | V (A)   |                  |                 |        |                            |
| Options (right to acquire) | \$ 2.28 | 03/20/2006 | A                                       | 25,000  | (1)              | 03/20/2016      | Common | 25,000                     |
| Options (right to acquire) | \$ 0.94 | 09/27/2006 | A                                       | 25,000  | (2)              | 09/27/2016      | Common | 25,000                     |
| Options (right to acquire) | \$ 0.55 | 03/31/2007 | A                                       | 25,000  | (3)              | 03/31/2017      | Common | 25,000                     |
| Options (right to acquire) | \$ 0.34 | 08/11/2008 | A                                       | 25,000  | 08/11/2008       | 08/11/2018      | Common | 25,000                     |
| Options (right to acquire) | \$ 1.95 | 01/13/2010 | A                                       | 125,000 | (4)              | 01/13/2014      | Common | 125,000                    |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| GOULD GREGORY A<br>110 CRENSHAW LAKE ROAD<br>LUTZ, FL 33548 |               |           | X       |       |

## Signatures

Gregory A. Gould 10/31/2011

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).

(1) The options vested as follows: 25% on 3/20/2006 and the remainder vested in 48 equal monthly installments.

(2) The options began vesting on 09/29/2006 in 12 equal monthly installments.

(3) The options began vesting on 03/31/2007 in 12 equal monthly installments.

(4) 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 is insufficient, see Instruction 6 for procedure.

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