

ISALY SAMUEL D

Form 4

March 18, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ORBIMED ADVISORS LLC

(Last) (First) (Middle)

767 3RD AVENUE, 30TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ATHERSYS, INC / NEW [ATHX]

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

03/16/2009

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 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			
Common Stock	03/16/2009		P		52,200	A	\$ 0.65	3,500,200	I	See Footnotes (1) (2) (3)
Common Stock	03/17/2009		P		110,000	A	\$ 0.84	3,610,200	I	See Footnotes (1) (2) (3)

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

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(9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBIMED ADVISORS LLC 767 3RD AVENUE 30TH FLOOR NEW YORK, NY 10017	X	X		
ISALY SAMUEL D 767 THIRD AVENUE 30TH FLOOR NEW YORK, NY 10017	X	X		

Signatures

/s/ Samuel D.
Isaly

03/18/2009

__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).

- As of March 17, 2009, the Reporting Persons hold 3,610,200 shares of Common Stock, on behalf of other persons who have the right to receive or the power to direct the receipt of dividends or proceeds from the sale of such securities. Of this amount, Caduceus Private Investments III, LP ("Caduceus") and OrbiMed Associates III, LP ("Associates"), hold 3,576,200 and 34,000 shares, respectively.
- OrbiMed Advisors LLC ("Advisors"), pursuant to its authority under its investment advisory contract with Associates, may be considered to hold indirectly 34,000 shares of Common Stock and OrbiMed Capital GP III LLC ("Capital"), pursuant to its authority as general partner of Caduceus, may be considered to hold indirectly 3,576,200 shares of Common Stock.
 - Advisors is a registered adviser under the Investment Advisers Act of 1940, as amended, that acts as an investment adviser to certain collective investment funds which hold shares of the Issuer. Samuel D. Isaly, a natural person, owns controlling interests in Advisors and Capital. Advisors acts as investment adviser to Associates. Capital acts as general partner to Caduceus. Pursuant to certain agreements and relationships, Advisors and Capital have discretionary investment management authority with respect to the assets of Associates and

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Caduceus. Such authority includes the power to vote and otherwise dispose of securities purchased by Associates and Caduceus. The Reporting Persons may be deemed to be a director of the issuer by virtue of having nominated a representative, now Michael B. Sheffery, to serve on the Issuer's board of directors.

- The Reporting Persons disclaim beneficial ownership except to the extent of their pecuniary interest. This report shall not be deemed an
- (3) admission that the Reporting Persons are beneficial owners for the purpose of Section 16 of the Exchange Act of 1934, as amended, or for any other purpose.

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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