

Naydenov Jordan G
 Form 4/A
 October 31, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Naydenov Jordan G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 20533 SE EVERGREEN HWY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/16/2009

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

CAMAS, WA 98607
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/29/2009

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 Ownership (Instr. 4)		
				(A) or (D)	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 required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V (A) (D)				
Warrants (right to buy) ⁽¹⁾	\$ 1	03/16/2009	A	20,000	03/16/2009	03/16/2014	Common	20,
Warrants (right to buy) ⁽¹⁾	\$ 1	04/18/2009	A	80,000	04/18/2009	04/18/2014	Common	80,
Warrants (right to buy) ⁽¹⁾	\$ 1	04/29/2009	A	50,000	04/29/2009	04/29/2014	Common	50,
Warrants (right to buy) ⁽¹⁾	\$ 1	05/18/2009	A	100,000	05/18/2009	05/18/2014	Common	100,
Warrants (right to buy) ⁽¹⁾	\$ 1	06/01/2009	A	53,200	06/01/2009	06/01/2014	Common	53,
Series B Convertible Preferred Stock	\$ 0 ⁽²⁾	09/28/2009	P	40,000	09/28/2009	⁽³⁾	Common	400,
Series B Convertible Preferred Stock	\$ 0	01/13/2010	P	20,000	01/13/2010	⁽³⁾	Common	200,
Options (right to buy)	\$ 1.95	01/13/2010	A	75,000	⁽⁴⁾	01/13/2014	Common	75,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naydenov Jordan G 20533 SE EVERGREEN HWY CAMAS, WA 98607		X		

Signatures

Jordan
Naydenov

10/31/2011

Date

Signature of
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).
The previously reported warrants contained various scrivener's errors: The warrants were acquired on various dates with varying expiration dates, all acquired prior to the date the reporting person was required to report his holdings and should have been reported as of 07/01/2009.
- (1) The previously reported warrants contained various scrivener's errors: The warrants were acquired on various dates with varying expiration dates, all acquired prior to the date the reporting person was required to report his holdings and should have been reported as of 07/01/2009.
- (2) The previously reported Series B Convertible Preferred Stock contained a scrivener's error: The Conversion or Exercise Price of the Derivative securities should have been \$0.
- (3) None.
- (4) The options vested beginning 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. 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.