

Naydenov Jordan G
Form 4/A
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 *
Naydenov Jordan G

(Last) (First) (Middle)

20533 SE EVERGREEN HWY

(Street)

CAMAS, WA 98607

(City) (State) (Zip)

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

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

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

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)
				(A) or (D)			
			Code	V	Amount		Price

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

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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 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 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 of Shares
			Code	V (A) (D)				
Warrants (right to buy) ⁽¹⁾	\$ 1	03/16/2009	A	20,000	03/16/2009	03/16/2014	Common	20,000
Warrants (right to buy) ⁽¹⁾	\$ 1	04/18/2009	A	80,000	04/18/2009	04/18/2014	Common	80,000
Warrants (right to buy) ⁽¹⁾	\$ 1	04/29/2009	A	50,000	04/29/2009	04/29/2014	Common	50,000
Warrants (right to buy) ⁽¹⁾	\$ 1	05/18/2009	A	100,000	05/18/2009	05/18/2014	Common	100,000
Warrants (right to buy) ⁽¹⁾	\$ 1	06/01/2009	A	53,200	06/01/2009	06/01/2014	Common	53,200
Series B Convertible Preferred Stock	\$ 0 ⁽²⁾	09/28/2009	P	40,000	09/28/2009	⁽³⁾	Common	400,000
Series B Convertible Preferred Stock	\$ 0	01/13/2010	P	20,000	01/13/2010	⁽³⁾	Common	200,000
Options (right to buy)	\$ 1.95	01/13/2010	A	75,000	⁽⁴⁾	01/13/2014	Common	75,000

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
(1) 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.

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