

ATHERSYS, INC / NEW
Form 4
June 19, 2014

FORM 4

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

OMB APPROVAL

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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 *
Deans Robert J

(Last) (First) (Middle)

3201 CARNEGIE AVENUE

(Street)

CLEVELAND, OH 44115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATHERSYS, INC / NEW [ATHX]

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2014

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)
Executive Vice President

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/17/2014		A		46,160 ⁽¹⁾ \$ 0	D	
Common Stock	06/18/2014		F		15,381 ⁽²⁾ \$ 1.65	D	
Common Stock	06/18/2014		S		2,540 ⁽³⁾ \$ 1.6452 ⁽⁴⁾	D	
Common Stock	06/19/2014		S		2,540 ⁽³⁾ \$ 1.6169 ⁽⁵⁾	D	468,195 ⁽⁶⁾

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.62 to \$1.675, inclusive, in accordance with a previously established Rule 10b5-1 predefined trading plan enacted solely related to the tax obligation.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.58 to \$1.65, inclusive, in accordance with a previously established Rule 10b5-1 predefined trading plan enacted solely related to the tax obligation.

- (6) Securities beneficially owned are comprised of: (1) 94,595 shares of common stock owned, (2) 327,440 restricted stock units awarded on June 20, 2013 related to the termination of 2005 incentive agreements that will vest ratably on a quarterly basis through June 18, 2016, and (3) restricted stock units awarded on an annual basis amounting to 46,160 that vest quarterly over a four-year period from grant date.
- (7) Award of an annual incentive stock option. The option vests ratably on a quarterly basis over a four-year period.

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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