

Pourhassan Nader
 Form 5
 November 02, 2011

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Pourhassan Nader

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 05/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

5099 GALEN STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAKE OSWEGO, OR 97035

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2010	Â	S4 ⁽¹⁾	2,500	D	\$ 1.31	172,000	I	By Spouse
Common Stock	06/02/2010	Â	S4	2,000	D	\$ 1.3	170,000	I	By Spouse
Common Stock	06/03/2010	Â	S4	3,000	D	\$ 1.4	167,000	I	By Spouse
Common Stock	06/08/2010	Â	S4 ⁽²⁾	7,500	D	\$ 1.33	159,500	I	By Spouse

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Common Stock	06/09/2010	Â	S4	3,000	D	\$ 1.3	156,500	I	By Spouse
Common Stock	06/10/2010	Â	S4	2,600	D	\$ 1.4	153,900	I	By Spouse
Common Stock	06/14/2010	Â	S4	1,000	D	\$ 1.35	152,900	I	By Spouse
Common Stock	06/15/2010	Â	S4	2,900	D	\$ 1.3	150,000	I	By Spouse
Common Stock	07/09/2010	Â	S4	5,000	D	\$ 0.85	145,000	I	By Spouse
Common Stock	08/06/2010	Â	S4	15,500	D	\$ 1.45	129,500	I	By Spouse
Common Stock	11/15/2010	Â	S4	3,100	D	\$ 1.32	126,400	I	By Spouse
Common Stock	11/16/2010	Â	S4	523	D	\$ 1.23	125,877	I	By Spouse
Common Stock	11/19/2010	Â	S4	4,950	D	\$ 1.2	120,927	I	By Spouse
Common Stock	11/22/2010	Â	S4	2,000	D	\$ 1.23	118,927	I	By Spouse
Common Stock	11/26/2010	Â	S4	4,450	D	\$ 1.2	114,477	I	By Spouse
Common Stock	11/29/2010	Â	S4 ⁽³⁾	8,000	D	\$ 1.17	106,477	I	By Spouse
Common Stock	11/30/2010	Â	S4	11,000	D	\$ 1.15	95,477	I	By Spouse
Common Stock	12/01/2010	Â	S4	10,000	D	\$ 1.15	84,727	I	By Spouse
Common Stock	12/03/2010	Â	S4	2,000	D	\$ 1.17	82,727	I	By Spouse
Common Stock	01/24/2011	Â	S4	1,600	D	\$ 1.85	81,127	I	By Spouse
Common Stock	01/25/2011	Â	S4 ⁽⁴⁾	3,500	D	\$ 1.766	77,627	I	By Spouse
Common Stock	02/11/2011	Â	P4 ⁽⁵⁾	100	A	\$ 1.95	77,727	I	By Spouse
Common Stock	03/09/2011	Â	S4	10,000	D	\$ 1.9	67,727	I	By Spouse
Common Stock	08/12/2011	Â	S4 ⁽⁶⁾	7,647	D	\$ 1.92	60,080	I	By Spouse
	11/16/2010	Â	A4	150,000	A	\$ 0	209,100	D	Â

Common
Stock

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

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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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pourhassan Nader 5099 GALEN STREET LAKE OSWEGO, OR 97035	Â	Â	Â Chief Operating Officer	Â

Signatures

Nader
Pourhassan
11/02/2011

**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) This transaction was executed in multiple trades at prices ranging from \$1.25 to \$1.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(2) This transaction was executed in multiple trades at prices ranging from \$1.30 to \$1.35. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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(3) This transaction was executed in multiple trades at prices ranging from \$1.16 to \$1.19. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(4) This transaction was executed in multiple trades at prices ranging from \$1.75 to \$1.80. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(5) The reporting person has agreed to disgorge a total short swing profit of \$1,217.00 resulting from numerous transactions by his spouse.

(6) This transaction was executed in multiple trades at prices ranging from \$1.85 to \$2.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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