

ATHERSYS, INC / NEW

Form 4

June 19, 2014

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 *
Harrington John 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)

Chief Scientific Officer

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)
Common Stock	06/17/2014		A	Amount (1) 53,856	(A) or (D) A \$ 0	627,954	D
Common Stock	06/18/2014		F	Amount (2) 15,619	D \$ 1.65	612,335	D
Common Stock	06/18/2014		S	Amount (3) 4,075	D \$ (4) 1.6467	608,260	D
Common Stock	06/19/2014		S	Amount (3) 4,075	D \$ (5) 1.6167	604,185 (6)	D

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

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee incentive stock option (right to purchase)	\$ 1.65	06/17/2014		A		121,152		<u>(7)</u>	06/17/2024	Common Stock	121,152

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harrington John J 3201 CARNEGIE AVENUE CLEVELAND, OH 44115	X Chief Scientific Officer

Signatures

/s/ Laura K. Campbell, as attorney-in-fact for John J. Harrington

06/19/2014

__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) Award of annual restricted stock units, each of which represents a contingent right to receive one share of Athersys, Inc. common stock after vesting. The restricted stock units vest ratably on a quarterly basis over a four-year period.
- (2) Shares withheld from the quarterly vesting of a June 2013 restricted stock unit award related to the minimum tax withholding obligation.
- (3) Shares sold pursuant to a predefined Rule 10b5-1 trading plan solely related to the tax obligation on the quarterly vesting of a June 2013 restricted stock unit award.
- (4)

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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 \$1.625 to \$1.68, 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) 169,962 shares of common stock owned, (2) 380,367 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 53,856 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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