#### ATHERSYS, INC / NEW

Form 4 June 20, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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(b).

Stock (1)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Ad Deans Rober	Symbol	2. Issuer Name and Ticker or Trading Symbol ATHERSYS, INC / NEW [ATHX]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (M	(Month/D	3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable)  Director 10% Owner _X_ Officer (give title Other (specify			
J201 CARIV	00/18/2	06/18/2013				below)  Execut:				
	(Street)	4. If Ame	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
		Filed(Mor								
							_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CLEVELAN						Person				
(City)	(State) (	(Zip) Tabl	e I - Non-D	erivative Se	curiti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date (Month/Day/Year)	2A. Deemed	3. 4. Securities Acquired			uired	5. Amount of	6. Ownership	7. Nature of	
Security		Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Indirect		
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	Beneficial Ownership		
	(Month/Day/Year) (Instr. 8)					Owned Indirect (I) Owner Following (Instr. 4) (Instr.				
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(III3ti. +)	(III3ti. +)	
Common Stock (1)	06/18/2013		A	491,162	A	\$0	498,662	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(2)

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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. Transactic Code (Instr. 8)	5. Number of or 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 or Number of Shares
Employee stock option (right to purchase)	\$ 1.71	06/18/2013		A	80,000	(3)	06/18/2023	Common Stock	80,000

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Deans Robert J 3201 CARNEGIE AVENUE CLEVELAND, OH 44115

**Executive Vice President** 

### **Signatures**

/s/ Laura K. Campbell, as attorney-in-fact for Robert J. Deans

06/20/2013

\*\*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).

In 2005, in connection with a restructuring of internal programs and to retain and motivate executives, Athersys entered into incentive agreements that provided the executives financial participation in the event of certain merger or acquisition or asset sale transactions. The agreements were established prior to the common stock being publicly traded, had precluded the granting of routine equity awards to

- (1) officers, and provided a bonus based on a fixed percentage of a transaction. In April 2013, the Board approved arrangements whereby the officers agreed to terminate their incentive agreements in return for one-time grants of restricted stock units for their past service and performance, and for the ability to receive routine annual grants of equity-based awards to better align management incentives with corporate objectives. In June 2013, the RSUs were granted to the officers in exchange for the termination of their incentive agreements.
- Award of restricted stock units related to the termination of 2005 incentive agreements, each of which represents a contingent right to

  (2) receive one share of Athersys, Inc. common stock per unit after vesting.? The restricted stock units vest ratably on a quarterly basis over a three-year period.
- (3) Award of a routine, annual stock-based award.? 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. 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.

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