

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person * Naydenov Jordan G			2. Issuer Name and Ticker or Trading Symbol CYTODYN INC [CYDY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2009					
20533 SE EVERGREEN HWY								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year) 09/29/2009			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
CAMAS, WA 98607								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)
			Code	V	Amount	(A) or (D)			

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy) (1)	\$ 1	03/16/2009		A		20,000		03/16/2009	03/16/2014	Common	20,000	\$ 0	20,000 (1)	D	
Warrants (right to buy) (1)	\$ 1	04/18/2009		A		80,000		04/18/2009	04/18/2014	Common	80,000	\$ 0	80,000 (1)	D	
Warrants (right to buy) (1)	\$ 1	04/29/2009		A		50,000		04/29/2009	04/29/2014	Common	50,000	\$ 0	50,000 (1)	D	
Warrants (right to buy) (1)	\$ 1	05/18/2009		A		100,000		05/18/2009	05/18/2014	Common	100,000	\$ 0	100,000 (1)	D	
Warrants (right to buy) (1)	\$ 1	06/01/2009		A		53,200		06/01/2009	06/01/2014	Common	53,200	\$ 0	53,200 (1)	D	
Series B Convertible Preferred Stock	\$ 0 (2)	09/28/2009		P		40,000		09/28/2009	(3)	Common	400,000	\$ 5	40,000	D	
Series B Convertible Preferred Stock	\$ 0	01/13/2010		P		20,000		01/13/2010	(3)	Common	200,000	\$ 5	60,000	D	
Options (right to buy)	\$ 1.95	01/13/2010		A		75,000		(4)	01/13/2014	Common	75,000	\$ 0	75,000	D	

## Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Naydenov Jordan G 20533 SE EVERGREEN HWY CAMAS, WA 98607	X			

## Signatures

Jordan Naydenov		10/31/2011
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) The previously reported warrants contained various scrivener's errors: The warrants were acquired on various dates with varying 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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