

# FORM 5

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).
- 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 05/31/2010			6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
5099 GALEN STREET			(Street)			LAKE OSWEGO, OR 97035		
(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)			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)
				Amount	(A) or (D)	Price			
Common Stock	06/11/2009		S4	1,600	D	\$ 0.60	233,409	I	By Spouse
Common Stock	10/08/2009		S4(1)	14,474	D	\$ 0.9227	218,935	I	By Spouse
Common Stock	10/16/2009		S4	500	D	\$ 1.02	218,435	I	By Spouse
Common Stock	11/11/2009		S4(2)	7,000	D	\$ 1.45	211,435	I	By Spouse
Common Stock	11/13/2009		S4(2)	6,435	D	\$ 1.45	205,000	I	By Spouse
Common Stock	11/25/2009		S4	1,000	D	\$ 1.89	204,000	I	By Spouse
Common Stock	01/12/2010		S4	2,000	D	\$ 1.95	202,000	I	By Spouse
Common Stock	01/13/2010		S4	10,000	D	\$ 1.95	192,000	I	By Spouse
Common Stock	02/25/2010		S4	2,000	D	\$ 2	190,000	I	By Spouse
Common Stock	04/20/2010		S4	3,000	D	\$ 1.95	187,000	I	By Spouse
Common Stock	04/22/2010		S4	3,000	D	\$ 1.85	184,000	I	By Spouse
Common Stock	04/28/2010		S4	2,000	D	\$ 1.90	182,000	I	By Spouse
Common Stock	05/24/2010		S4	3,000	D	\$ 1.45	179,000	I	By Spouse
Common Stock	05/25/2010		S4	500	D	\$ 1.45	178,500	I	By Spouse
Common Stock	05/26/2010		S4	3,000	D	\$ 1.50	175,500	I	By Spouse
Common Stock	05/28/2010		S4	1,000	D	\$ 1.45	174,500	I	By Spouse
Common Stock	06/24/2009		G5	30,000	D	\$ 0	69,100	D	
Common Stock	05/01/2010		G5	10,000	D	\$ 0	59,100	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	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	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	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security				of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Owned at End of Issuer's Fiscal Year (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
					(A)	(D)							
Options (right to buy)	\$ 1.95	01/13/2010		A4	300,000		(3)	01/13/2014	Common	300,000	\$ 0	300,000	D

## Reporting Owners

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

## Signatures

Nader Pourhassan	11/02/2011
<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).

This transaction was executed in multiple trades at prices ranging from \$0.90 to \$1.04. 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

- (1) 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 .
- (2) The reporting person has agreed to disgorge a total short swing profit of \$1,217.00 resulting from numerous transactions by his spouse.
- (3) The options began vesting on 02/13/2010 in 36 equal monthly installments.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.