

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2014
Estimated average burden hours per response... 1.0

- 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) ____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chief Operating Officer		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 05/31/2011			6. Individual or Joint/Group Reporting (check applicable line) __X__ Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
5099 GALEN STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(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	06/01/2010		S4(1)	2,500	D	\$ 1.31	172,000	I	By Spouse
Common Stock	06/02/2010		S4	2,000	D	\$ 1.30	170,000	I	By Spouse
Common Stock	06/03/2010		S4	3,000	D	\$ 1.40	167,000	I	By Spouse
Common Stock	06/08/2010		S4(2)	7,500	D	\$ 1.33	159,500	I	By Spouse
Common Stock	06/09/2010		S4	3,000	D	\$ 1.30	156,500	I	By Spouse
Common Stock	06/10/2010		S4	2,600	D	\$ 1.40	153,900	I	By Spouse
Common Stock	06/14/2010		S4	1,000	D	\$ 1.35	152,900	I	By Spouse
Common Stock	06/15/2010		S4	2,900	D	\$ 1.30	150,000	I	By Spouse
Common Stock	07/09/2010		S4	5,000	D	\$ 0.85	145,000	I	By Spouse
Common Stock	08/06/2010		S4	15,500	D	\$ 1.45	129,500	I	By Spouse
Common Stock	11/15/2010		S4	3,100	D	\$ 1.32	126,400	I	By Spouse
Common Stock	11/16/2010		S4	523	D	\$ 1.23	125,877	I	By Spouse
Common Stock	11/19/2010		S4	4,950	D	\$ 1.20	120,927	I	By Spouse
Common Stock	11/22/2010		S4	2,000	D	\$ 1.23	118,927	I	By Spouse
Common Stock	11/26/2010		S4	4,450	D	\$ 1.20	114,477	I	By Spouse
Common Stock	11/29/2010		S4(3)	8,000	D	\$ 1.17	106,477	I	By Spouse
Common Stock	11/30/2010		S4	11,000	D	\$ 1.15	95,477	I	By Spouse
Common Stock	12/01/2010		S4	10,000	D	\$ 1.15	84,727	I	By Spouse
Common Stock	12/03/2010		S4	2,000	D	\$ 1.17	82,727	I	By Spouse

Common Stock	01/24/2011		S4	1,600	D	\$ 1.85	81,127	I	By Spouse
Common Stock	01/25/2011		S4(4)	3,500	D	\$ 1.766	77,627	I	By Spouse
Common Stock	02/11/2011		P4(5)	100	A	\$ 1.95	77,727	I	By Spouse
Common Stock	03/09/2011		S4	10,000	D	\$ 1.90	67,727	I	By Spouse
Common Stock	08/12/2011		S4(6)	7,647	D	\$ 1.92	60,080	I	By Spouse
Common Stock	11/16/2010		A4	150,000	A	\$ 0	209,100	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.

SEC 2270
(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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
					(A) (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
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).

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

(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 4.

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

(2) 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.

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

(3) 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.

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

(4) 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.

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

(b) 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.

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.