longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

sponses)																
Name and Address of Reporting Person Dembow George F				2. Issuer Name and Ticker or Trading Symbol CYTODYN INC [CYDY]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Last) (First) (Middle) 110 CRENSHAW LAKE ROAD				3. Date of Earliest Transaction (Month/Day/Year) 06/19/2008												
(Street) LUTZ, FL 33548				4. If Amendment, Date Original Filed(Month/Day/Year) 06/26/2008								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(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)	Execution any	Execution Date, if any		Code (Instr. 8)		(A) o (Instr	(A) or Disposed of (Instr. 3, 4 and 5)		Transaction(s) (Instr. 3 and 4) For Instr. 3 and 4) For Instr. 3 and 4)		wnership orm: virect (D) r Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
ck (1)		06/19/2008				S			0 D \$	367.0	000 (1)		`			
Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, i	(e.g., puts, calls, w 4.		5. Numb of Deriv Securition Acquire or Dispo of (D)	Number Operivative Interpretation (A) Disposed (D)		ptions, convertible securities) 6. Date Exercisable and 7. Expiration Date (Month/Day/Year) Securities			7. Title and Amount of Underlying Securities		Derivative Securities Beneficially Owned Following	10. Ownersh Form of Derivativ Security: Direct (D	(Instr. 4)	
			Code	V	and 5)	(D)			Expiration Date	Title	Amount or Number of	-	Transaction(s) (Instr. 4)	(I) (Instr. 4)		
\$ 0.34	08/11/2008		A				08/	11/2008	08/11/2018	Common		\$ 0	25,000	D		
\$ 0	10/07/2009		Р		5,000		10/	/07/2009	(2)	Common	50,000	\$ 5	5,000	D		
\$ 1.95	01/13/2010		A		50,000)		<u>(3)</u>	01/13/2014	Common	50,000	\$ 0	50,000	D		
	rge F [AW LAI 548 y t on a separative of Derivative ecurity \$ 0.34	AW LAKE ROAD (Street) 548 (State) y at on a separate line for each classes of Derivative ecurity \$ 0.34 \$ 0.34 \$ 0.34 \$ 0.34 \$ 0.34 \$ 0.34 \$ 0.34 \$ 0.34 \$ 0.34	rge F (First) (AW LAKE ROAD (Street) 548 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 5to a separate line for each class of securities ber Table II 1. Only 19/2008 Table II 1. Only 2008 Table II 1. Only 2008 Table II 1. Only 2008 Solution a separate line for each class of securities ber Table II 2. Only 2008 Table II 3. Transaction Date (Month/Day/Year) (Month/Day/Year) Solution Date (Month/Day/Year)	Table II - Derivati (e.g., put (Month/Day/Year)) 3. Date of 06/19/20 4. If Amer 06/26/20 2. Transaction Date (Month/Day/Year) 3. Deemed Execution any (Month/Day/Year) Table II - Derivati (e.g., put (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year)) 5. October 1	Table II - Derivative Securities of Securities beneficially owner (Month/Day/Year) 3. Date of Earli 06/19/2008 4. If Amendme 06/26/2008 2. Transaction Date (Month/Day/Year) 3. Deemed Execution Dane (Month/Day/Year) 4. If Amendme 06/26/2008 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date any (Month/Day/Year) 3. Transaction Date (Execution Date any (Month/Day/Year) 4. Transaction Date (Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) Code V \$ 0.34 08/11/2008	Table II - Derivative Securities (e.g., puts, calls, warr reservise rice of Derivative Security Privative Security (Month/Day/Year) 3. Date of Earliest Trans 06/19/2008 4. If Amendment, Date of 06/26/2008 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr calls, warr or Exercise rice of Derivative Securities (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date, if Code (e.g., puts, calls, warr or Exercise rice of Derivative Securities (month/Day/Year) 4. Transaction Code (e.g., puts, calls, warr or Dispersion of Derivative Securities (e.g., puts, calls, warr or Dispersion of Derivative Securities (not put or Dispersion or Dispersion of Derivative Securities (not put or Dispersion or Dispersion of Derivative Securities (not put or Dispersion or Dis	CYTODYN INC [CYD	Table II - Derivative Securities Acquired (A.) Table II - Derivative Securities Acquired (A.) Table II - Derivative Securities Acquired (A.) Trainsaction (Date (Month/Day/Year)) Table II - Derivative Securities Acquired (A.) Table II - Derivative Securities Acquire	CYTODYN INC [CYDY] CYTODYN INC [CYDY]	CYTODYN INC [CYDY]	Table II - Derivative Securities Acquired (Month/Day/Year) Sk (II) Of/19/2008 S 7,500 D S O,511	CYTODYN INC [CYDY] X_ Director Officer (give to 106/19/2008 3. Date of Earliest Transaction (Month/Day/Year) 06/19/2008 4. If Amendment, Date Original Filed/Month/Day/Year) 06/26/2008 5.48 (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3)	Table II - Derivative Securities Date (Instr. 3) Table II - Derivative Securities Acquired (A) or Date (G. 26, puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Date (Instr. 3) Table II - Derivative Securities Acquired (A) or Date (Instr. 3) Table II - Derivative Securities Acquired (A) or Date (Instr. 3) Table II - Derivative Securities Acquired (A) or Date (Instr. 3) Table II - Derivative Securities Acquired (A) or Date (Instr. 3) Table II - Derivative Securities Acquired (A) or Date (G. 3) Table II - Derivative Securities Acquired (A) or Date (G. 3) Table II - Derivative Securities Acquired (A) or Date (G. 3) Tansaction (Instr. 3) Tansaction	CYTODYN INC CYDY	CYTODYN INC CYTODYN CYTODYN	

Signatures

LUTZ, FL 33548

Dembow George F

George F. Dembow	11/01/2011
**Signature of Reporting Person	Date

Reporting Owner Name / Address

110 CRENSHAW LAKE ROAD

Relationships

Officer

Other

10%

Owner

Director

X

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) This transaction was properly reported by the reporting person on the Form 4 filed June 26, 2008, except the total holding column was incorrect. The final total holdings of the reporting person on that Form 4 should have been 367,900 shares.
- (2) None
- (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 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.