

ATHERSYS, INC / NEW  
Form 4  
June 21, 2016

**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 \*  
Harrington John J

(Last) (First) (Middle)

3201 CARNEGIE AVENUE

(Street)

CLEVELAND, OH 44115-2634

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATHERSYS, INC / NEW [ATHX]

3. Date of Earliest Transaction (Month/Day/Year)  
06/17/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec Vice Pres and CSO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    |                                | Code V                                                            | Amount or Price (A) or (D)                                                                    |                                                          |                                            |
| Common Stock                    | 06/17/2016                           |                                                    |                                | F                                                                 | 15,619 <sup>(1)</sup><br>\$ 2.16                                                              | D                                                        |                                            |
| Common Stock                    | 06/17/2016                           |                                                    |                                | F                                                                 | 2,180 <sup>(2)</sup><br>\$ 2.16                                                               | D                                                        |                                            |
| Common Stock                    | 06/20/2016                           |                                                    |                                | A                                                                 | 149,392 A<br>\$ 0                                                                             | D                                                        |                                            |

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

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(9-02)

number.

**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) |         |                      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------|----------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title   | Amount Number Shares |
| Employee Stock Option (right to purchase)  | \$ 2.19                                                | 06/20/2016                           |                                                    | A                              | 348,608                                                                                 | (4) 06/20/2026                                           | Common Stock                                                  | 348,600 |                      |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                        |       |
|-----------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                       | Director      | 10% Owner | Officer                | Other |
| Harrington John J<br>3201 CARNEGIE AVENUE<br>CLEVELAND, OH 44115-2634 | X             |           | Exec Vice Pres and CSO |       |

## Signatures

/s/ Laura K. Campbell, as attorney-in-fact for John J. Harrington

06/21/2016

\_\_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).

- (1) Shares withheld from the quarterly vesting of a June 2013 restricted stock unit award related to the minimum tax withholding obligation.
- (2) Shares withheld from the quarterly vesting of a annual restricted stock unit awards related to the minimum tax withholding obligation.
- (3) Securities beneficially owned are comprised of: (1) 411,579 shares of common stock owned and (2) unvested restricted stock units aggregating 215,560 related to annual awards, which vest quarterly over a four-year period from grant date.
- (4) Award of an annual stock option. 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.

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