

Naydenov Jordan G  
 Form 4/A  
 October 31, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Naydenov Jordan G

(Last) (First) (Middle)  
 20533 SE EVERGREEN HWY  
 (Street)  
 CAMAS, WA 98607  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 CYTODYN INC [CYDY]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/16/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/29/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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SEC 1474 (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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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|  | Derivative Security |            | Disposed of (D)<br>(Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title  | Amount Number Shares |
|--|---------------------|------------|---|-----------|------------------|-----------------|--------|----------------------|
|  |                     |            | Code                                    | V (A) (D) |                  |                 |        |                      |
| Warrants (right to buy) <sup>(1)</sup> | \$ 1                | 03/16/2009 | A                                       | 20,000    | 03/16/2009       | 03/16/2014      | Common | 20,                  |
| Warrants (right to buy) <sup>(1)</sup> | \$ 1                | 04/18/2009 | A                                       | 80,000    | 04/18/2009       | 04/18/2014      | Common | 80,                  |
| Warrants (right to buy) <sup>(1)</sup> | \$ 1                | 04/29/2009 | A                                       | 50,000    | 04/29/2009       | 04/29/2014      | Common | 50,                  |
| Warrants (right to buy) <sup>(1)</sup> | \$ 1                | 05/18/2009 | A                                       | 100,000   | 05/18/2009       | 05/18/2014      | Common | 100,                 |
| Warrants (right to buy) <sup>(1)</sup> | \$ 1                | 06/01/2009 | A                                       | 53,200    | 06/01/2009       | 06/01/2014      | Common | 53,                  |
| Series B Convertible Preferred Stock   | \$ 0 <sup>(2)</sup> | 09/28/2009 | P                                       | 40,000    | 09/28/2009       | <sup>(3)</sup>  | Common | 400,                 |
| Series B Convertible Preferred Stock   | \$ 0                | 01/13/2010 | P                                       | 20,000    | 01/13/2010       | <sup>(3)</sup>  | Common | 200,                 |
| Options (right to buy)                 | \$ 1.95             | 01/13/2010 | A                                       | 75,000    | <sup>(4)</sup>   | 01/13/2014      | Common | 75,                  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Naydenov Jordan G<br>20533 SE EVERGREEN HWY<br>CAMAS, WA 98607 |               | X         |         |       |

## Signatures

Jordan  
Naydenov

10/31/2011

Date

\_\_Signature of  
Reporting Person

## 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).  
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.
- (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. 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.