FORM 4

Check this box if no 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

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

OMB APPROVAL					
OMB	3235				
Number:	028				
Expires:	November 30 201				
Estimated	d average				
burden h	ours per				
response	0.				

(Print or Ty	pe Respon	ses)													
	nd Address CIOLO A	Symbol	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				О			
(Last) (First) (Middle) 110 CRENSHAW LAKE ROAD			(Month/Day/	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2012				1	Officer (give title Other (specify below)				below)		
LUTZ, F	(St L 33548		4. If Amendment, Date Original Filed(Month/Day/Year)				1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
(City)	(S	tate) (Zip)	Table I -	Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of S (Instr. 3)	(Instr. 3) Date Exec (Month/Day/Year) any		2A. Deemed Execution Date, if any (Month/Day/Year)	te, if Transaction A Code (Instr. 8)		Acquire Dispose	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Pr		5. Amount of Securities Beneficially Own Following Report Transaction(s) (Instr. 3 and 4)		6. Owner Form: Direct or India (I) (Instr.	ship of In Bene (D) rect (Inst	eficial nership		
Common	Stock	08/31/2012		A		3,246	A	\$0	54,949		D				
directly or	indirectly.	Toble H. D	erivative Securitie	s Agguir	inf red cu	ormatio quired to rrently	on co o res valid	ntaine pond OMB	nd to the collect in this formuniless the fo	n are i orm di ber.	not		C 1474 (9-02)		
			g., puts, calls, war	•	- 1	•			•	u					
1. Title of Derivative Security (Instr. 3)	2. Conversio or Exercise Price of Derivative Security	(Month/Day/Year	3A. Deemed Execution Date, i any (Month/Day/Yea	Code		5. Number of Deriva Securit Acquir (A) or Dispos of (D) (Instr. 4, and	ative ties red sed 3,	nd Exp	Exercisable biration Date /Day/Year)	Amor Unde Secur	le and unt of rlying rities . 3 and		of 9. Number of the Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect	Beneficial
				Code	X.1	7 (A) (E	Date Exercisa	Expiration Date	Title	Amount or Number of				

Reporting Owners

Donouting Own on Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CARACCIOLO ANTHONY 110 CRENSHAW LAKE ROAD LUTZ, FL 33548	X						

Signatures

Dino A. Doyle, Attorney-in-Fact for Anthony D. Caracciolo	09/05/2012
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).

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.