

ATHERSYS, INC / NEW  
Form 4  
September 21, 2015

**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)  
09/17/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 09/17/2015                           |  | F                              |   | 2,180<br>(1) \$ 1.45  | D  | D                                 |
| Common Stock                    | 09/18/2015                           |  | F                              |   | 15,619<br>(2) \$ 1.35   | D  | D                                 |
| Common Stock                    | 09/18/2015                           |  | S                              |   | 4,075<br>(3) \$ 1.3824<br>(4)   | D  | D                                 |
| Common Stock                    | 09/21/2015                           |  | S                              |   | 4,075<br>(3) \$ 1.3291<br>(5)   | D  | 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.**

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(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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## 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

09/21/2015

\_\_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 2014 and a June 2015 restricted stock unit award related to the minimum tax withholding obligation.
  - (2) Shares withheld from the quarterly vesting of a June 2013 restricted stock unit award related to the minimum tax withholding obligation.
  - (3) Shares sold pursuant to a predefined Rule 10b5-1 trading plan solely related to the tax obligation on the quarterly vesting of a June 2013 restricted stock unit award.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.33 to \$1.49, inclusive, in accordance with a previously established Rule 10b5-1 predefined trading plan enacted for tax and planning purposes.

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(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.315 to \$1.37, inclusive, in accordance with a previously established Rule 10b5-1 predefined trading plan enacted solely related to the tax obligation.

(6) Securities beneficially owned are comprised of: (1) 302,343 shares of common stock owned, (2) 142,637 restricted stock units awarded on June 20, 2013 related to the termination of 2005 incentive agreements that will vest ratably on a quarterly basis through June 18, 2016, and (3) restricted stock units awarded on an annual basis amounting to 86,076 that vest quarterly over a four-year period from grant date.

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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