

Harrington John J
 Form 4
 June 18, 2018

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 *
 Harrington John J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3201 CARNEGIE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/14/2018

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

CLEVELAND, OH 44115-2634
 (City) (State) (Zip)

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

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	06/14/2018		S		7,500 (1) \$ 2.3058 (2) 612,503	D	
Common Stock	06/15/2018		F		7,683 (3) \$ 2.32 604,820	D	
Common Stock	06/15/2018		S		7,500 (1) \$ 2.2959 (4) 597,320	D	
Common Stock	06/18/2018		A		94,500 (5) \$ 0 691,820 (6) 691,820	D	

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- (5) Award of annual restricted stock units, each of which represents a contingent right to receive one share of Athersys, Inc. common stock after vesting. The restricted stock units vest ratably on a quarterly basis over a three-year period.
- (6) Securities beneficially owned are comprised of: (1) 397,500 shares of common stock owned and (2) unvested restricted stock units aggregating 294,320 related to annual awards, which vest quarterly over a three or four-year period from grant date.
- (7) Award of an annual stock option. The option vests ratably on a quarterly basis over a three-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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