

Rao Mahendra S.
Form 4
August 01, 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 *
Rao Mahendra S.

(Last) (First) (Middle)
2711 CITRUS RD.
(Street)

RANCHO CORDOVA, CA 95742
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
THERMOGENESIS CORP [KOOL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2011

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)

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 | 07/29/2011 | | A | | 25,000 (1) \$ 1.98 (2) | 31,250 | D |
| Common Stock | 07/29/2011 | | G | | 31,250 (3) | \$ 0 0 | D |

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

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Options | \$ 6.36 | 07/29/2011 | | G ⁽³⁾ | 6,250 | ⁽⁴⁾ 03/11/2013 | Common Stock | 6,250 |
| Options | \$ 2.52 | 07/29/2011 | | G ⁽³⁾ | 3,750 | ⁽⁵⁾ 07/01/2013 | Common Stock | 3,750 |
| Options | \$ 1.88 | 07/29/2011 | | G ⁽³⁾ | 3,750 | ⁽⁶⁾ 07/01/2014 | Common Stock | 3,750 |
| Options | \$ 3.03 | 07/29/2011 | | G ⁽³⁾ | 25,000 | ⁽⁷⁾ 10/29/2014 | Common Stock | 25,000 |
| Options | \$ 2.03 | 07/29/2011 | | G ⁽³⁾ | 15,000 | ⁽⁸⁾ 07/01/2015 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rao Mahendra S. 2711 CITRUS RD. RANCHO CORDOVA, CA 95742 | | X | | |

Signatures

/s/ Mahendra Rao by Matthew Plavan,
POA 08/01/2011

__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) Effective July 29, 2011, Dr. Rao resigned as Director of ThermoGenesis Corp. The Board of Director approved this grant of unrestricted stock for the reporting person on July 29, 2011 for his services in July.
- (2) Represents the fair market value on a per share basis as of July 29, 2011. No price was paid for this grant of unrestricted stock.
- (3) Dr. Rao's appointment with the National Institute of Health (NIH) required divestiture of any options or stock in certain companies, and Dr. Rao gifted his stock and options to his adult son who does not reside with him.

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- (4) Option fully vested.
- (5) Option vests in three equal installments on July 1, 2010, 2011 and 2012.
- (6) Option vests in three equal installments on July 1, 2011, 2012 and 2013.
- (7) The option vests in three equal installments on October 29, 2011, 2012 and 2013
- (8) The option vests in three equal installments on July 1, 2012, 2013 and 2014.

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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