

VistaGen Therapeutics, Inc.
 Form 4
 December 24, 2013

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 *
 DOTSON JERROLD DUANE

(Last) (First) (Middle)

C/O VISTAGEN THERAPEUTICS, INC., 343 ALLERTON AVENUE

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VistaGen Therapeutics, Inc. [VSTA]

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

12/20/2013

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)

CFO AND SECRETARY

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 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.75	12/20/2013	D		13,541		10/30/2012	10/30/2022	Common Stock	13,541
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		13,541		10/30/2012	10/30/2022	Common Stock	13,541
Stock Option (Right to Buy)	\$ 0.75	12/20/2013	D			86,459	<u>(2)</u>	10/30/2022	Common Stock	86,459
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		86,459		<u>(2)</u>	10/30/2022	Common Stock	86,459
Stock Option (Right to Buy)	\$ 0.75	12/20/2013	D			6,249	10/30/2012	10/30/2022	Common Stock	6,249
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		6,249		10/30/2012	10/30/2022	Common Stock	6,249
Stock Option (Right to Buy)	\$ 0.75	12/20/2013	D			6,251	<u>(2)</u>	10/30/2022	Common Stock	6,251
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		6,251		<u>(2)</u>	10/30/2022	Common Stock	6,251
Stock Option (Right to Buy)	\$ 2.1	12/20/2013	D			1,000	01/17/2008	01/17/2018	Common Stock	1,000
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		1,000		01/17/2008	01/17/2018	Common Stock	1,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOTSON JERROLD DUANE C/O VISTAGEN THERAPEUTICS, INC. 343 ALLERTON AVENUE SOUTH SAN FRANCISCO, CA 94080			CFO AND SECRETARY	

Signatures

/s/ Jerrold D.
Dotson

12/24/2013

**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) The Reporting Person agreed to cancellation of an option granted 10/30/2012 in exchange for a new option having a lower exercise price.
- (2) Option vests monthly over a period of two years commencing 10/30/2012.
- (3) The Reporting Person agreed to cancellation of an option granted 1/17/2008 in exchange for a new option having a lower exercise price.

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.