

Rao Mahendra S.  
Form 4  
August 01, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(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 Indirect Beneficial Ownership (Instr. 4)
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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SEC 1474  
(9-02)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Options	\$ 6.36	07/29/2011		G <sup>(3)</sup>	6,250	<sup>(4)</sup> 03/11/2013	Common Stock	6,250
Options	\$ 2.52	07/29/2011		G <sup>(3)</sup>	3,750	<sup>(5)</sup> 07/01/2013	Common Stock	3,750
Options	\$ 1.88	07/29/2011		G <sup>(3)</sup>	3,750	<sup>(6)</sup> 07/01/2014	Common Stock	3,750
Options	\$ 3.03	07/29/2011		G <sup>(3)</sup>	25,000	<sup>(7)</sup> 10/29/2014	Common Stock	25,000
Options	\$ 2.03	07/29/2011		G <sup>(3)</sup>	15,000	<sup>(8)</sup> 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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