

Gunton James T.
Form 5
February 14, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Gunton James T.

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Cytosorbents Corp [CTSO]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

7 DEER PARK DRIVE, SUITE K

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONMOUTH
JUNCTION, NJ 08852

(City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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.

SEC 2270 (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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Sec (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|--|
|--|---|--------------------------------------|--|--------------------------------|--|--|--|

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| | Security | | | | (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | A N S |
|--------------------------------|-----------|------------|---|----|----------------------|-----|------------------|-----------------|---|-------|
| | (A) | (D) | | | (A) | (D) | | | | |
| Stock Options | \$ 0.165 | 01/18/2012 | Â | A4 | 108,000 | Â | 01/18/2012 | 01/18/2022 | Common Stock, par value \$0.001 per share | |
| Stock Options | \$ 0.166 | 01/01/2010 | Â | A4 | 108,000 | Â | 01/01/2010 | 01/01/2020 | Common Stock, par value \$0.001 per share | |
| Stock Options | \$ 0.154 | 03/31/2010 | Â | A4 | 2,000 | Â | 03/31/2010 | 03/31/2020 | Common Stock, par value \$0.001 per share | |
| Stock Options | \$ 0.134 | 12/31/2010 | Â | A4 | 102,000 | Â | 12/31/2010 | 12/31/2020 | Common Stock, par value \$0.001 per share | |
| Stock Options | \$ 0.09 | 09/30/2010 | Â | A4 | 2,000 | Â | 09/30/2010 | 09/30/2020 | Common Stock, par value \$0.001 per share | |
| Stock Options | \$ 0.089 | 06/30/2010 | Â | A4 | 2,000 | Â | 06/30/2010 | 06/30/2020 | Common Stock, par value \$0.001 per share | |
| Series B Convertible Preferred | \$ 0.0362 | 10/05/2009 | Â | C4 | 2,500 | Â | Â <u>(4)</u> | Â <u>(5)</u> | Common Stock, par value \$0.001 per share | 6 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
| Â X | Â | Â | Â |

Gunton James T.
7 DEER PARK DRIVE, SUITE K
MONMOUTH JUNCTION, NJ 08852

Signatures

/s/ James T.
Gunton

02/14/2013

**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) These Stock Options are held directly by NJTC Venture Fund SBIC, LP, of which the Reporting Person is a partner. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended or any other purpose.

(2) The stock options were issued as compensation for services rendered.

(3) Includes all of the options to purchase Common Stock by James Gunton, directly and indirectly. These include 15,000 option to purchase Common Stock by Jim Gunton reported on Form 4 filed with the SEC on January 9, 2009.

(4) Immediately Exercisable.

(5) Not Applicable

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Remarks:

The Form 4 filed with the SEC on January 9, 2009 incorrectly disclosed that the Stock Options

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.