

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 *
SNODGRASS H. RALPH

(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)
PRES./CHIEF SCIENTIFIC OFFICER

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.

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 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 Securities	6. Date Exercisable and Expiration Date	7. Title and Underlying S
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	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
Stock Option (Right to Buy)	\$ 1.13	12/20/2013	D			50,000	03/24/2013	03/24/2014	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		50,000		03/24/2013	03/24/2019 ⁽²⁾	Common Stock
Stock Option (Right to Buy)	\$ 1.13	12/20/2013	D			25,000	12/17/2009	06/17/2014	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		25,000		12/17/2009	06/17/2019 ⁽²⁾	Common Stock
Stock Option (Right to Buy)	\$ 1.65	12/20/2013	D			150,000	11/04/2011	11/04/2014	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		150,000		11/04/2011	11/04/2014	Common Stock
Stock Option (Right to Buy)	\$ 1.5	12/20/2013	D			250,000	12/30/2012	12/30/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		250,000		12/30/2012	12/30/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.93	12/20/2013	D			100,000	⁽³⁾	04/26/2016	Common Stock
Stock Option (Right to Buy)	\$ 0.5	12/20/2013	A		100,000		⁽³⁾	04/26/2016	Common Stock

