

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Cato Allen Easley</u> (Last) (First) (Middle) 4364 SOUTH ALSTON AVENUE (Street) DURHAM NC 27713 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VistaGen Therapeutics, Inc. [VSTA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2011	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2011		C		11,363	A	\$9,999.44	28,497	D	
Common Stock								424,124	I	by Cato Holding Company ⁽¹⁾⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant	\$1.75	12/15/2011		X		11,363		08/25/2008	12/31/2013	Common Stock	1	\$0.88	28,067	D	
Warrant	\$1.75	12/15/2011		S		6,988		08/25/2008	12/31/2013	Common Stock	1	\$0.88	28,067	D	
Option	\$2.1							03/21/2008	03/21/2018	Common Stock	1		2,916	D	
Warrant	\$2.5	12/15/2011		X		212,166		04/29/2011	05/11/2014	Common Stock	1	\$1.25	0	I	By Cato Holding Company ⁽¹⁾⁽²⁾
Warrant	\$2.1	12/15/2011		X		2,916		03/21/2008	03/21/2013	Common Stock	1	\$1.05	0	I	By Cato Holding Company ⁽¹⁾⁽²⁾
Warrant	\$1.75	12/15/2011		X		46,542		08/25/2008	12/31/2013	Common Stock	1	\$0.88	0	I	By Cato Holding Company ⁽¹⁾⁽²⁾
Warrant	\$2	12/15/2011		X		162,500		11/19/2010	08/18/2012	Common Stock	1	\$1	0	I	By Cato Holding Company ⁽¹⁾⁽²⁾

Explanation of Responses:

- The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- The reporting person is the majority stockholder and chief executive officer of Cato Holding Company.

/s/Allen E. Cato

12/16/2011

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.