

☐ 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

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

OMB APPROVAL	
OMB Number:	3235-0287
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<div>1. Name and Address of Reporting Person*</div> <div><u>DOTSON JERROLD DUANE</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O VISTAGEN THERAPEUTICS, INC.</u></div> <div><u>384 OYSTER POINT BLVD. SUITE 8</u></div> <div>(Street)</div> <div><u>SOUTH SAN FRANCISCO</u> <u>CA</u> <u>94080</u></div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>VistaGen Therapeutics, Inc. [VSTA]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>10/30/2012</u></div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director 10% Owner</div> <div>X Officer (give title below) CFO Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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			

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$2.58	10/30/2012		D			50,000	(1)	09/19/2021	Common Stock	50,000	\$0	0	D	
Stock Option (Right to Buy)	\$0.75	10/30/2012		A		100,000		(1)(2)	10/30/2022	Common Stock	100,000	\$0	100,000	D	
Stock Option (Right to Buy)	\$1.13	10/30/2012		D			2,500	(3)	03/24/2019	Common Stock	2,500	\$0	0	I	By Spouse
Stock Option (Right to Buy)	\$1.75	10/30/2012		D			10,000	(3)	04/26/2021	Common Stock	10,000	\$0	0	I	By Spouse
Stock Option (Right to Buy)	\$0.75	10/30/2012		A		12,500		(3)(4)	10/30/2022	Common Stock	12,500	\$0	12,500	I	By Spouse

Explanation of Responses:

1. The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on 9/19/2011 and provides for vesting over a period of four years.
2. The option vests as follows: 13,541 shares immediately and the remainder monthly over two years.
3. The reported indirect transactions involved an amendment of outstanding options, resulting in the deemed cancellation of the "old" options and the grant of a replacement option. The options originally granted on 3/24/2009 were immediately vested; the option granted on 4/26/2011 provided for vesting over four years.
4. The option vests as follows: 6,249 shares immediately and the remainder vest monthly over two years.

/s/ Jerrold D. Dotson
** Signature of Reporting Person

11/01/2012
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.