

BENNER STEVEN E
Form 4
March 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENNER STEVEN E

2. Issuer Name and Ticker or Trading Symbol
CELL THERAPEUTICS INC
[CTIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3101 WESTERN AVENUE, SUITE 600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP, Chief Medical Officer

SEATTLE, WA 98121

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock ⁽¹⁾	03/21/2013		A	296,705 A \$ 0	363,371	D	
Common Stock					33,334	I	by Trust

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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Performance Rights ⁽²⁾	\$ 0	03/21/2013		A	253,438 ⁽²⁾	⁽²⁾	12/31/2015	Common Stock	253,438

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNER STEVEN E 3101 WESTERN AVENUE, SUITE 600 SEATTLE, WA 98121			EVP, Chief Medical Officer	

Signatures

Louis A. Bianco, Attorney-in-fact for Steven E. Benner
 03/22/2013
 **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) This transaction represents a grant by CTIC of restricted stock. The grant is scheduled to vest as to one-third of the shares on the dates that are six months, 12 months and 18 months after the date of grant.
 This transaction represents a grant of performance-based restricted stock units pursuant to CTIC's long-term incentive program. The reporting person has been granted an award that is payable in shares of CTIC common stock upon the achievement of certain performance goals on or before December 31, 2015. Should such a goal be timely achieved, the number of shares payable will be determined by multiplying the payout percentage that has been assigned by CTIC to that goal multiplied by the number of shares of CTIC common stock issued and outstanding at the time that particular goal has been achieved. One such performance goal is the attainment by CTIC of a specified level of market capitalization. The units reported above reflect the 0.225% payout percentage that has been assigned by CTIC to this market capitalization goal for purposes of the reporting person's award multiplied by the number of shares of CTIC common stock issued and outstanding as of March 21, 2013.

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