

Rubin Joseph  
 Form 5  
 February 14, 2013

# FORM 5

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 \*  
**Rubin Joseph**  
 (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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		(A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Series B Convertible Preferred	\$ 0.0362	10/05/2009	Â	C4	36.2	Â	Â (1)	Â (2)	Common Stock, par value \$0.001 per share	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Joseph 7 DEER PARK DRIVE, SUITE K MONMOUTH JUNCTION, NJ 08852	Â X	Â	Â	Â

## Signatures

/s/ Joseph Rubin                      02/14/2013  
 \*\*Signature of                              Date  
 Reporting Person

## 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) Immediately exercisable
- (2) Not Applicable
- (3) This amount includes all shares of Series B Convertible Preferred stock issued as quarterly dividend shares. The Series B Convertible Preferred Stock pays dividends quarterly at a rate of 10% per annum. If fully converted, they would be convertible into 562,265 shares of Common Stock

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**Remarks:**  
 JosephÂ RubinÂ acquiredÂ theseÂ sharesÂ ofÂ SeriesÂ BÂ ConvertibleÂ PreferredÂ StockÂ onÂ AugustÂ 5,Â 2008.Â No

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.