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THERMOGENESIS CORP

Form 3

February 27, 2006

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement THERMOGENESIS CORP [KOOL] **GRUBER & MCBAINE** (Month/Day/Year) CAPITAL MANAGEMENT 02/06/2006 LLC (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 50 OSGOOD PLACE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X__ 10% Owner Director _X_ Form filed by One Reporting Officer Other Person (give title below) (specify below) SAN Form filed by More than One FRANCISCO, Â CAÂ 94133 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 363,000 (2) (4) D Â Common Stock 371,750 (3) (4) D By Limited Partnership and Common Stock 2,212,779 (4) Ι Investment Advisory Accounts (1) (5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

information contained in this form are not required to respond unless the form displays a

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1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and 3. Title and Amount of **Expiration Date** (Month/Day/Year)

Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:

Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Amount or Title Number of

Shares

or Indirect (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRUBER & MCBAINE CAPITAL MANAGEMENT LLC 50 OSGOOD PLACE SAN FRANCISCO, CAÂ 94133

Â ÂX Â

Signatures

GRUBER & MCBAINE CAPITAL MANAGEMENT, LLC By: /s/ J. Patterson McBaine, J. Patterson McBaine, Manager

02/27/2006

**Signature of Reporting Person

Date

/s/ Jon D. Gruber

02/27/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).

This form is filed by Gruber & McBaine Capital Management, LLC (GMCM), a limited liability company that is an investment adviser for client accounts and a general partner of investment limited partnerships; Jon D. Gruber (Gruber) and J. Patterson McBaine (McBaine),

- who are managers, members and portfolio managers of GMCM; Eric B Swergold (Swergold) who is a member and portfolio manager of GMCM who is a member and portfolio advisor of GMCM.
- (2) By Gruber.
- (3) By McBaine.

This total is the number of shares beneficially owned after the transactions reported in accounts and investment partnerships in which the (4) reporting persons have some pecuniary interest; the total excludes shares held in other client accounts managed by GMCM in which the

reporting persons have no pecuniary interest.

By GMCM, as an investment adviser for client accounts and a general partner of investment partnerships, and by Gruber and McBaine as managers, members and portfolio managers of GMCM, and by Swergold as a member and portfolio manager of GMCM. GMCM,

(5) Gruber, McBaine, and Swergold have pecuniary interest in those client accounts and partnerships that in the aggregate represent less than the total number of shares shown in Items 4 and 5. Each such reporting person disclaims beneficial ownership of the securities with respect to which indirect beneficial ownership is reported, except to the extent of that reporting persons pro rata pecuniary interest therein.

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.

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