

SCHEDULE 13G/A

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 4)*

CytoTherapeutics, Inc.

(NAME OF ISSUER)

Common Stock, \$.01 par value

(TITLE OF CLASS OF SECURITIES)

232923 10 2

(CUSIP NUMBER)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(b))

By signing below Ardsley Advisory Partners and Philip J. Hempleman certify that, to the best of their knowledge & belief, the securities referred to above were acquired in the ordinary course of business, were not acquired to the purpose of and do not have the effect of changing, influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February __, 1998

/s/Philip J. Hempleman

Philip J. Hempleman, as
Managing Partner of
Ardsley Advisory Partners

/s/Philip J. Hempleman

Philip J. Hempleman

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