

# AASTROM BIOSCIENCES INC

## FORM DEF 14A (Proxy Statement (definitive))

Filed 04/14/11 for the Period Ending 06/07/11

Address	24 FRANKL LLOYD WRIGHT DR PO BOX 376 ANN ARBOR, MI 48106
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## SCHEDULE 14A

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material under §240.14a-12.

### **Aastrom Biosciences, Inc.**

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
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- 
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April 14, 2011

Dear Shareholder:

Please join us for our Annual Meeting of Shareholders on Tuesday, June 7, 2011 at 8:30 a.m., local time, at Aastrom Biosciences, Inc.'s headquarters located at 24 Frank Lloyd Wright Drive, Lobby K, Ann Arbor, Michigan, 48105. You are cordially invited to attend.

At this Annual Meeting, the agenda includes the election of six (6) directors and the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011. The Board of Directors unanimously recommends that you vote FOR the election of each director nominee and FOR the ratification of the appointment of PricewaterhouseCoopers LLP.

All shareholders are cordially invited to attend the Annual Meeting in person. We are providing proxy material access to our shareholders via the Internet. Accordingly, you can access proxy materials and vote at [www.proxyvote.com](http://www.proxyvote.com). Details regarding the matters to be acted upon at this Annual Meeting are described in the Notice of Internet Availability of Proxy Materials (the "Notice") you received in the mail or via E-mail. Please give the proxy materials your careful attention.

You may vote via the Internet or by telephone by following the instructions on your Notice and on that website. In order to vote via the Internet or by telephone, you must have the shareholder identification number which is provided in your Notice. If you have requested a proxy card by mail, you may vote by signing, voting and returning that proxy card in the envelope provided. If you attend the Annual Meeting, you may vote in person even if you have previously returned your proxy card or have voted via the Internet or by telephone. Please review the instructions for each voting option described in the Notice and in this Proxy Statement. Your prompt cooperation will be greatly appreciated.

A copy of Aastrom's 2011 Annual Report and Proxy Statement are also available at [www.aastrom.com/annuals.cfm](http://www.aastrom.com/annuals.cfm). The Board of Directors and management team look forward to seeing you at the Annual Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read "Tim Mayleben", with a long horizontal flourish extending to the left.

TIMOTHY M. MAYLEBEN  
*President and Chief Executive Officer*

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
To Be Held June 7, 2011**

**TIME** 8:30 a.m., local time, on Tuesday, June 7, 2011

**PLACE** Aastrom Biosciences, Inc. 24 Frank Lloyd Wright Drive Lobby K Ann Arbor, Michigan, 48105

**ITEMS OF BUSINESS**

1. To elect six directors to each serve a term of one year expiring at the 2012 Annual Meeting of Shareholders.
2. To ratify the appointment of PricewaterhouseCoopers LLP as Aastrom's independent registered public accounting firm; and
3. To consider such other business as may properly come before the Annual Meeting of Shareholders and any adjournment thereof.

**RECORD DATE** You may vote at the Annual Meeting of Shareholders if you were a shareholder of record at the close of business on April 11, 2011.

**VOTING BY PROXY** If you cannot attend the Annual Meeting of Shareholders, you may vote your shares over the Internet or by telephone by following the instructions on the Notice of Internet Availability of Proxy Materials (the "Notice") you received in the mail or via E-mail, and which instructions are also provided on that website, or, if you have requested a proxy card by mail, by signing, voting and returning your proxy card to Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, New York 11717. For specific instructions on how to vote your shares, please review the instructions for each of these voting options as detailed in your Notice and in this Proxy Statement. If you attend the Annual Meeting, you may vote in person even if you have previously returned your proxy card or have voted via the Internet or by telephone.

**AVAILABILITY OF MATERIALS** In addition to their availability at [www.proxyvote.com](http://www.proxyvote.com), this Proxy Statement and the Company's Annual Report to Shareholders are available for viewing, printing and downloading at [www.aastrom.com/annuals.cfm](http://www.aastrom.com/annuals.cfm).

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE PROMPTLY COMPLETE YOUR PROXY AS INDICATED ABOVE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES. PLEASE REVIEW THE INSTRUCTIONS FOR EACH OF YOUR VOTING OPTIONS DESCRIBED IN THIS PROXY STATEMENT AND THE NOTICE YOU RECEIVED IN THE MAIL.

By order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Scott Durbin", is written over a light grey background.

SCOTT C. DURBIN  
*Corporate Secretary*  
Ann Arbor, Michigan  
April 14, 2011

## **AASTROM BIOSCIENCES, INC.**

**24 Frank Lloyd Wright Drive, Lobby K  
Ann Arbor, Michigan 48105**

### **PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS**

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of Aastrom Biosciences, Inc., a Michigan corporation (the "Company"), for use at the Annual Meeting of Shareholders to be held on Tuesday, June 7, 2011 at 8:30 a.m., local time, at the Company's headquarters located at 24 Frank Lloyd Wright Drive, Lobby K, Ann Arbor, Michigan, 48105, or at any adjournments or postponements thereof (the "Annual Meeting"). An Annual Report to Shareholders, containing financial statements for the year ended December 31, 2011, and this Proxy Statement are being made available to all shareholders entitled to vote at the Annual Meeting. This Proxy Statement and the form of proxy were first made available to shareholders on or about April 14, 2011. Unless the context requires otherwise, references to "we," "us," "our," the "Company" and "Aastrom" refer to Aastrom Biosciences, Inc.

### **GENERAL INFORMATION ABOUT THE MEETING, SOLICITATION AND VOTING**

#### **What am I voting on?**

There are two proposals scheduled to be voted on at the Annual Meeting of Shareholders:

1. Election of directors; and
2. Ratification of the appointment of PricewaterhouseCoopers LLP as Aastrom's independent registered public accounting firm for the 2011 fiscal year.

#### **Who is entitled to vote?**

Shareholders as of the close of business on April 11, 2011 (the "Record Date") may vote at the Annual Meeting of Shareholders. You have one vote for each share of common stock you held on the Record Date, including shares:

- Held directly in your name as "shareholder of record" (also referred to as "registered shareholder"); and
- Held for you in an account with a broker, bank or other nominee (shares held in "street name"). Street name holders generally cannot vote their shares directly and must instead instruct the brokerage firm, bank or nominee how to vote their shares.

#### **What constitutes a quorum?**

A majority of the outstanding shares entitled to vote, present or represented by proxy, constitutes a quorum for the Annual Meeting of Shareholders. Abstentions are counted as present and entitled to vote for purposes of determining a quorum. "Broker non-votes" (described below) are also counted as present and entitled to vote for purposes of determining a quorum. As of April 11, 2011, 38,618,037 shares of Aastrom common stock were outstanding and entitled to vote.

#### **How many votes are required to approve each proposal?**

The following explains how many votes are required to approve each proposal, provided that a majority of our shares is present at the Annual Meeting of Shareholders (in person or by proxy).

- The six candidates for election who receive a plurality vote in the affirmative will be elected; and
- Ratifying PricewaterhouseCoopers LLP as Aastrom's independent registered public accounting firm for fiscal year ending December 31, 2011 requires the affirmative vote of a majority of the votes cast on the proposal.

### **How are votes counted and who are the proxies?**

You may either vote “FOR” or “WITHHOLD” authority to vote for each nominee for the Board of Directors. Shares present or represented and not so marked as to withhold authority to vote for a particular nominee will be voted in favor of a particular nominee and will be counted toward such nominee’s achievement of a plurality. Shares present at the meeting or represented by proxy where the shareholder properly withholds authority to vote for such nominee in accordance with the proxy instructions and “broker non-votes” will not be counted toward such nominee’s achievement of plurality.

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the ratification of PricewaterhouseCoopers LLP. If you abstain from voting on the proposal to ratify PricewaterhouseCoopers LLP, it will have no effect on the voting of the proposal. Brokers, bankers and other nominees have discretionary voting power on this routine matter and, accordingly, “broker non-votes” will have no effect on the ratification.

The persons named as attorneys-in-fact in the proxies, Timothy M. Mayleben and Scott C. Durbin, were selected by the Board of Directors and are officers of the Company. All properly executed proxies submitted in time to be counted at the Annual Meeting will be voted by such persons at the Annual Meeting. Where a choice has been specified on the proxy with respect to the foregoing matters, the shares represented by the proxy will be voted in accordance with the specifications. If no such specifications are indicated, such proxies will be voted FOR the election of the director nominees and FOR ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2011.

### **What is a broker non-vote?**

If you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote (a “broker non-vote”). Shares held by brokers who do not have discretionary authority to vote on a particular matter and who have not received voting instructions from their customers are counted as present for the purpose of determining whether there is a quorum at the Annual Meeting of Shareholders, but are not counted or deemed to be present or represented for the purpose of determining whether shareholders have approved that matter. Pursuant to applicable rules, brokers will have discretionary authority to vote on the proposal to ratify the appointment of PricewaterhouseCoopers LLP.

### **How does the Board recommend that I vote?**

Aastrom’s Board recommends that you vote your shares:

- “FOR” each of the nominees to the Board; and
- “FOR” the ratification of the appointment of PricewaterhouseCoopers LLP as Aastrom’s independent registered public accounting firm for fiscal year ending December 31, 2011.

### **How do I vote my shares without attending the meeting?**

If you are a shareholder of record, you may vote by granting a proxy. For shares held in street name, you may vote by submitting voting instructions to your broker or nominee. In any circumstance, you may vote:

- *By Internet or Telephone* — You may vote by Internet or telephone by following the instructions on your Notice and on [www.proxyvote.com](http://www.proxyvote.com) or as directed by your broker or other nominee. In order to vote via the Internet or by telephone, you must have the shareholder identification number which is provided in your Notice.
- *By Mail* — If you have requested a proxy card by mail, you may vote by signing, voting and returning that proxy card in the envelope provided. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example, as guardian, executor, trustee, custodian, attorney or officer of a corporation), you should indicate your name and title or capacity.

Internet and telephone voting facilities will close at 11:59 p.m., Eastern Standard Time, on June 6, 2011.



**How do I vote my shares in person at the meeting?**

If you are a shareholder of record (also referred to as “registered shareholder”) and prefer to vote your shares in person at the meeting, bring proof of identification and request a ballot to vote at the meeting. You may vote shares held in street name only if you obtain a signed proxy from the record holder (broker or other nominee) giving you the right to vote the shares.

Even if you plan to attend the meeting, we encourage you to vote in advance by Internet, telephone or mail so that your vote will be counted even if you are unable to attend the meeting.

**What does it mean if I receive more than one Notice?**

It generally means you hold shares registered in more than one account. To ensure that all your shares are voted, vote according to the instructions for each Notice you receive.

**May I change my vote?**

Yes. Whether you have voted by mail, Internet or telephone, you may change your vote and revoke your proxy by:

- Sending a written statement to that effect to the Corporate Secretary of Aastrom;
- Voting by Internet or telephone at a later time;
- Submitting a properly signed proxy card with a later date; or
- Voting in person at the Annual Meeting of Shareholders.

**What are the costs associated with the solicitation of proxies?**

The cost of soliciting proxies will be borne by Aastrom. Aastrom has retained Broadridge Financial Solutions (“Broadridge”) to solicit registered shareholders and to request banks and brokers, and other custodians, nominees and fiduciaries, to solicit their customers who have stock of Aastrom registered in the names of such persons, at a cost of approximately \$70,000, which includes mailing costs and reimbursement of reasonable out-of-pocket expenses. Aastrom may supplement the original solicitation of proxies by mail, telephone, electronic mail or personal solicitation by our officers, directors, and other regular employees, without additional compensation. Voting results will be tabulated and certified by Broadridge. Aastrom may solicit shareholders by mail through its regular employees, and will request banks and brokers, and other custodians, nominees and fiduciaries, to solicit their customers who have stock of Aastrom registered in the names of such persons and will reimburse them for their reasonable, out-of-pocket costs. Aastrom may use the services of its officers, directors, and others to solicit proxies, personally or by telephone, without additional compensation.

## PROPOSAL 1

### ELECTION OF DIRECTORS

Our Bylaws provide that the Board will consist of not less than five nor more than nine members, as fixed from time to time by a resolution of the Board and that all directors will be elected annually. The Board currently consists of six directors. The persons named below as nominees for director will, if elected, each serve a term of one year expiring at the 2012 Annual Meeting of Shareholders and until their successors are elected and qualified.

The table below sets forth Aastrom's directors and nominees and their respective ages as of April 14, 2011.

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Director Since</u>
Ronald M. Cresswell*	Director	76	2010
Timothy M. Mayleben*	President, Chief Executive Officer and Director	50	2005
Alan L. Rubino*	Director	56	2005
Nelson M. Sims*	Lead Director	63	2006
Harold C. Urschel, Jr.*	Director	81	2009
Robert L. Zerbe*	Director	60	2006

\* Director nominee.

#### *Director Nominees for Election at the 2011 Annual Meeting of Shareholders*

The biographical description below for each director nominee includes the specific experience, qualifications, attributes and skills that led to the conclusion by the Board that such person should serve as a director of Aastrom.

*Ronald M. Cresswell*, a Director since October 2010, retired in 1999 from Warner-Lambert Company, a developer and manufacturer of health care and consumer products, where he had been Senior Vice President and Chief Scientific Officer since October 1998. He was formerly Vice President and Chairman, Parke-Davis Pharmaceutical Research, a Warner-Lambert Company, since 1989. Prior thereto, he served as Chief Operating Officer of Laporte Industries, an internationally oriented chemical company, since 1987. Dr. Cresswell served 25 years at Burroughs Wellcome, a London-based international pharmaceutical firm, where he held a broad range of research and development positions, culminating in being the main board member for global research and development. He earned B.Sc. and Ph.D. degrees in applied chemistry at the University of Glasgow. He completed post-doctoral work in the field of nucleoprotein chemistry at Sloan Kettering Hospital in New York and is a graduate of the Harvard Advanced Management Program. Dr. Cresswell is actively involved with the University of Michigan as a member of the Pharmacy Advancement Steering Committee for the College of Pharmacy. Dr. Cresswell has also served on the Board of Directors of Albachem Ltd., Allergan, Inc., CuraGen Corporation, Esperion Therapeutics, Inc. and Vasogen Inc. The Board of Directors believes Dr. Cresswell's qualifications to sit on the Company's Board of Directors include his significant contributions at global pharmaceutical companies.

*Timothy M. Mayleben*, a Director since June 2005, has served as Aastrom's President and Chief Executive Officer (the "CEO") since December 2009. Mr. Mayleben served as an advisor to life science and healthcare companies through his advisory and investment firm, ElMa Advisors since 2004. Previously, he served as the President and Chief Operating Officer and a Director of NightHawk Radiology Holdings, Inc. from March 2005 to March 2008. Mr. Mayleben was formerly the Chief Operating Officer of Esperion Therapeutics, which later became a division of Pfizer Global Research & Development. He joined Esperion in late 1998 as Chief Financial Officer. While at Esperion, Mr. Mayleben led the raising of more than \$200 million in venture capital and institutional equity funding and later negotiated the acquisition of Esperion by Pfizer in December 2003. Mr. Mayleben holds a Masters of Business Administration, with distinction, from the J.L. Kellogg Graduate School of Management at Northwestern University, and a Bachelor of Business Administration degree from the University of Michigan Ross School of Business. He is on the Advisory Board for the Wolverine Venture Fund and serves as a director for several private life science companies. The Board of Directors believes Mr. Mayleben's qualifications to sit on the Company's Board of Directors include his years of experience in the life sciences industry, including over a decade

of experience as an executive officer, and his deep understanding of the Company's historical and current business strategies, objectives and product candidates.

*Alan L. Rubino* , a Director since September 2005, has served as Chief Executive Officer and President of New American Therapeutics, Inc., a specialty pharmaceutical company, since October 2010. Previously, Mr. Rubino served as the Chief Executive Officer and President of Akrimax Pharmaceuticals, LLC, an integrated specialty pharmaceutical company, since February 2008. Prior to this he served as President and Chief Operating Officer of Pharmos Corporation, a biopharmaceutical company, from November 2005 to December 2007. Mr. Rubino has continued to expand upon a highly successful and distinguished career that included Hoffmann-LaRoche, Inc., a research-focused healthcare company, from 1977 to 2001, where he was a member of the U.S. Executive and Operating Committees and a Securities and Exchange Commission, or SEC, corporate officer. During his Roche tenure, he held a series of key executive positions in marketing, sales, business operations, supply chain and human resource management. In addition, he was assigned to various executive committee roles in the areas of marketing, project management, and globalization of Roche Holdings. Mr. Rubino also held senior executive positions at PDI, Inc., a sales and marketing support company, and Cardinal Health, a company focused on improving the cost-effectiveness of health care, from 2001 to 2005. He received Bachelor of Arts degree in economics from Rutgers University with a minor in biology/chemistry and also completed post-graduate educational programs at the University of Lausanne and Harvard Business School. Additionally, he serves on the Board of Rutgers University School of Business and the Lerner Center for Pharmaceutical Studies. The Board of Directors believes Mr. Rubino's qualifications to sit on the Company's Board of Directors include his leadership roles in the life sciences industry in a wide range of positions, including positions focused on sales and marketing and SEC matters.

*Nelson M. Sims* , Lead Director since December 2009, has been a Director since February 2006 and was Chairman of the Board from 2007 through 2009. He most recently served as the President and Chief Executive Officer (from 2003 through 2005) of Novavax, Inc., an international health and life science company. From 1973 through 2001, Mr. Sims served in various executive positions in sales, marketing, business development, and general management of Eli Lilly and Company, a pharmaceutical company, including Executive Director of Alliance Management, Vice President, Sales and Marketing of Hybritech, Inc. (which was acquired by Eli Lilly) and President of Eli Lilly Canada. Mr. Sims received a Bachelor of Science degree in Pharmacy from Southwestern Oklahoma State University, and completed the Tuck Executive Program at the Amos Tuck School of Business at Dartmouth College. In addition to serving as a board member of companies where he also led the executive management team, Mr. Sims has other significant board experience serving both public and private companies, including MDS, Inc., ATS Automation Tooling Systems, Inc. and Novavax, Inc. The Board of Directors believes Mr. Sims's qualifications to sit on the Company's Board of Directors include his significant contributions at global life sciences companies.

*Harold C. Urschel, Jr., M.D.* , a Director since October 2009, has served as the Chair of Cardiovascular & Thoracic Surgical Research, Education & Clinical Excellence at Baylor University Medical Center since 2002. He has taught extensively since 1985 as Professor of Cardiovascular and Thoracic Surgery at the University of Texas Southwestern Medical School. Dr. Urschel has been a Visiting Professor at a number of medical centers in the U.S. and abroad, and is an honorary member of the Thoracic Surgery faculty of the University of Toronto and the Harvard Medical School. He has been President of five major medical and surgical societies: the Society of Thoracic Surgeons, American College of Chest Physicians, International Academy of Chest Physicians, Southern Thoracic Surgical Association and Texas Surgical Society. He received a Bachelor of Arts degree from Princeton University (cum laude) and an M.D. from Harvard Medical School (cum laude). Dr. Urschel trained in cardiac surgery at Massachusetts General Hospital, and has served as Chief of Experimental Surgery for the U.S. Navy, Consultant to the Atomic Energy Commission, NASA, and the Surgeon General of the U.S. Air Force. He served on the Board of Directors of Electronic Data Systems from its inception until 1986, when it was acquired by General Motors. As Chairman of the Residency Review Committee for Cardio-Thoracic Surgery he established standards for training heart surgeons in the United States and on the American Board of Cardiovascular and Thoracic Surgery, which examines trainees before they enter practice. As a Founding Member of the U.S. Heart Surgeons he has been recognized as one of the 100 best cardiac surgeons in the U.S. Honorary Degrees have been awarded to Dr. Urschel as a Doctor of Law (Pikeville College) and a Doctor of Science (Ohio State University). The Board of Directors

believes Dr. Urschel's qualifications to sit on the Company's Board of Directors include his significant contributions to the medical field and academia.

*Robert L. Zerbe, M.D.*, a Director since January 2006, is the Chief Executive Officer of QUATR<sub>x</sub> Pharmaceuticals Company, a venture-backed drug development company which he co-founded in 2000. Prior to his role at QUATR<sub>x</sub>, Dr. Zerbe held several senior executive management positions with major pharmaceutical companies including Eli Lilly (from 1982 to 1993) and Pfizer (formerly Parke-Davis) (from 1993 to 2000). During his tenure at Eli Lilly, Dr. Zerbe's clinical research and development positions included Managing Director, Lilly Research Center U.K., and Vice President of Clinical Investigation and Regulatory Affairs. He joined Parke Davis in 1993, becoming Senior Vice President of Worldwide Clinical Research and Development. In this capacity he led the clinical development programs for a number of key products, including Lipitor<sup>®</sup> and Neurontin<sup>®</sup>. Dr. Zerbe received his M.D. from the Indiana University School of Medicine, and has completed post-doctoral work in internal medicine, endocrinology and neuroendocrinology at Indiana University and the National Institutes of Health. Dr. Zerbe currently serves on the boards of directors of two public companies, A.P. Pharma, Inc. (since 2002), a specialty pharmaceutical company, and Optimer Pharmaceuticals, Inc. (since 2009), a biopharmaceutical company. He also serves on the board of directors of, Metabolex, Inc. a privately held company that discovers and develops novel therapeutics to treat diabetes. The Board of Directors believes Dr. Zerbe's qualifications to sit on the Company's Board of Directors include his management positions at major pharmaceutical companies, including the experience he gleaned in his clinic development roles.

### **Vote Required and Board of Directors' Recommendation**

The affirmative vote of a plurality of the total shares of common stock represented in person or by proxy and entitled to vote is required for the election of each of the nominees. It is the intention of the persons named as proxies to vote such proxy FOR the election of all nominees, unless otherwise directed by the shareholder. The Board is currently evaluating candidates to fill the vacancy that will be created at the 2010 Annual Meeting and proxies cannot be voted for a greater number of persons than the number of nominees named in this Proxy Statement. The Board of Directors knows of no reason why any of the nominees would be unable or unwilling to serve, but if any nominee should for any reason be unable or unwilling to serve, the proxies will be voted for the election of such other person for the office of director as the Board of Directors may recommend in the place of such nominee.

**The Board of Directors recommends that shareholders vote FOR the election of each nominee named in the above table.**

### **Board Meetings and Committees**

During the fiscal year ended June 30, 2010, the Board of Directors held 10 meetings, and during the six-month period ended December 31, 2010, the Board of Directors held 6 meetings. Each director serving on the Board of Directors in such fiscal year attended at least 75% of such meetings of the Board of Directors and the Committees on which he served.

#### *Audit Committee*

Under the terms of its current Charter, the Audit Committee's responsibilities include reviewing with Aastrom's independent accountants and management the annual financial statements and independent accountants' opinion, reviewing the scope and results of the examination of Aastrom's financial statements by the independent accountants, reviewing all professional services performed and related fees by the independent accountants, approving the retention of the independent accountants and periodically reviewing Aastrom's accounting policies and internal accounting and financial controls. The Audit Committee may delegate duties or responsibilities to subcommittees or to one member of the Audit Committee. Messrs. Sims (Chair) and Rubino were members of the Audit Committee during the six-month period ended December 31, 2010. Dr. Zerbe served on the Audit Committee from September 2009 until October 2010, when he was replaced by Dr. Cresswell. During the fiscal year ended June 30, 2010, the Audit Committee held 4 meetings, and during the six-month period ending December 31, 2010, the Audit Committee held 4 meetings. All members of the Company's Audit Committee are independent (as independence is defined in Rule 5605(a)(2) and as required under Rule 5605(c)(2) of the NASDAQ listing

standards). Since September 2009, Mr. Sims has been designated as an audit committee financial expert as defined in the rules of the SEC. The Audit Committee acts pursuant to a written charter, a current copy of which is available on the Investor Relations page at the Company's website, [www.aastrom.com](http://www.aastrom.com), and by following the Corporate Governance link. For additional information concerning the Audit Committee, see "Report of the Audit Committee of the Board of Directors."

### *Compensation Committee*

Under the terms of its current Charter, the Compensation Committee's responsibilities include determining and approving salary and bonus levels and stock option or restricted stock grants with respect to executive officers, and determining and approving stock option or restricted stock grants with respect to all employees. In carrying out these responsibilities, the Compensation Committee reviews all components of executive officer compensation for consistency with the Compensation Committee's compensation philosophy and strategy. The Compensation Committee may delegate duties or responsibilities to subcommittees or to one member of the Compensation Committee. Mr. Rubino (Chair), Dr. Zerbe and Mr. Urschel were members of the Compensation Committee during the six-month period ended December 31, 2010. During the fiscal year ended June 30, 2010, the Compensation Committee held 6 meetings, and during the six-month period ended December 31, 2010, the Compensation Committee held 2 meetings. All members of the Company's Compensation Committee are independent (as independence is defined in Rule 5605(a)(2) of the NASDAQ listing standards). The Compensation Committee acts pursuant to a written charter, a current copy of which is available on the Investor Relations page at the Company's website, [www.aastrom.com](http://www.aastrom.com), and by following the Corporate Governance link.

### *Corporate Governance and Nominating Committee*

Under the terms of its current Charter, the Corporate Governance and Nominating Committee (the "Governance Committee") responsibilities include assisting Aastrom's Board of Directors in fulfilling its responsibilities by reviewing and reporting to the Board of Directors on (i) corporate governance compliance mechanisms, (ii) corporate governance roles amongst management and directors, and (iii) Board of Directors process enhancement. The Governance Committee may delegate duties or responsibilities to subcommittees or to one member of the Governance Committee. The Governance Committee also considers qualified candidates for appointment and nomination for election to the Board of Directors and makes recommendations concerning such candidates. Consistent with this function, the Governance Committee encourages continuous improvement of, and fosters adherence to, the Company's corporate governance policies, procedures and practices at all levels. Dr. Zerbe (Chair) and Messrs. Sims and Urschel were members of the Governance Committee during the six-month period ended December 31, 2010, and Dr. Cresswell was elected to the Governance Committee in October 2010. During the fiscal year ended June 30, 2010, the Governance Committee held 3 meetings, and during the six-month period ended December 31, 2010, the Board of Directors held 2 meetings. All the members of the Governance Committee are independent (as independence is defined in Rule 5605(a)(2) of the NASDAQ listing standards). The Governance Committee acts pursuant to a written charter, a current copy of which is available on the Investor Relations page at the Company's website, [www.aastrom.com](http://www.aastrom.com), and by following the Corporate Governance link.

### **Director Nominations**

The Governance Committee evaluates and recommends to the Board of Directors the nominees for each election of directors. In fulfilling its responsibilities, the Governance Committee considers the following factors, among others:

- the appropriate size of the Company's Board and its committees;
- the needs of the Company with respect to the particular talents and experience of its directors;
- the nominee's interest in becoming an effective, collaborative Board member, and the nominee's ability to work in a collegial style with other Board members;
- the knowledge, skills and experience of nominees, including experience in the life sciences industry, medical products, medical research, medicine, business, finance, administration or public service;

- experience with accounting rules and practices;
- experience with regulatory and SEC requirements applicable to public companies;
- experience with regulatory requirements applicable to the Company's industry;
- appreciation of the relationship of the Company's business to the changing needs of society; and
- balance between the benefit of continuity and the desire for a fresh perspective provided by new members.

The Governance Committee's goal is to assemble a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. In doing so, the Governance Committee also considers candidates with appropriate non-business backgrounds.

Neither the Governance Committee nor the Board of Directors has a specific policy with regard to the consideration of diversity in identifying director nominees. However, both may consider the diversity of background and experience of a director nominee in the context of the overall composition of the Board of Directors at that time, such as diversity of knowledge, skills, experience, geographic location, age, gender, and ethnicity. In general, the Governance Committee seeks director nominees with the talents and backgrounds that provide the Board of Directors with an appropriate mix of knowledge, skills and experience for the needs of Aastrom's business. The Governance Committee and the Board of Directors discuss the composition of directors on the Board, including diversity of background and experience, as part of the annual Board evaluation process.

Other than the criteria listed above, there are no stated minimum criteria for director nominees. The Governance Committee does, however, recognize that under applicable regulatory requirements at least one member of the Board must meet the criteria for an "audit committee financial expert" as defined by SEC rules, and that at least a majority of the members of the Board must meet the definition of "independent director" under the NASDAQ listing standards or the listing standards of any other applicable self regulatory organization. The Governance Committee also believes it appropriate for at least one member of the Company's management to participate as a member of the Board.

The Governance Committee identifies nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to the Company's business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. If any member of the Board up for re-election at an upcoming annual meeting of shareholders does not wish to continue in service, the Governance Committee identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the Governance Committee and Board will be polled for suggestions as to individuals meeting the criteria of the Governance Committee. Research may also be performed to identify qualified individuals. If the Governance Committee believes that the Board requires additional candidates for nomination, the Governance Committee may explore alternative sources for identifying additional candidates. This may include engaging, as appropriate, a third party search firm to assist in identifying qualified candidates.

The Governance Committee will evaluate any recommendation for director nominee proposed by a shareholder who (i) has continuously held at least 1% of the outstanding shares of the Company's common stock entitled to vote at the annual meeting of shareholders for at least one year by the date the shareholder makes the recommendation and (ii) undertakes to continue to hold the common stock through the date of the meeting. In order to be evaluated in connection with the Company's established procedures for evaluating potential director nominees, any recommendation for director nominee submitted by a qualifying shareholder must be received by the Company no later than 120 days prior to the anniversary of the date proxy statements were made available to shareholders in connection with the prior year's Annual Meeting of Shareholders. Any shareholder recommendation for director nominee must be submitted to the Corporate Secretary, in writing at 24 Frank Lloyd Wright Drive, Lobby K, Ann Arbor, Michigan 48105 and must contain the following information:

- a statement by the shareholder that he/she is the holder of at least 1% of the Company's common stock and that the stock has been held for at least a year prior to the date of the submission and that the shareholder will continue to hold the shares through the date of the Annual Meeting of Shareholders;

- the candidate's name, age, contact information and current principal occupation or employment;
- a description of the candidate's qualifications and business experience during, at a minimum, the last five years, including the candidate's principal occupation and employment and the name and principal business of any corporation or other organization in which the candidate was employed; and
- the candidate's resume.

The Governance Committee will evaluate recommendations for director nominees submitted by directors, management or qualifying shareholders in the same manner, using the criteria stated above.

All directors and director nominees will submit a completed form of directors' and officers' questionnaire as part of the nominating process. The process may also include interviews and additional background and reference checks for non-incumbent nominees, at the discretion of the Governance Committee.

### **Board Leadership Structure**

The Board of Director's general policy is that the position of Chairman of the Board may be held by the CEO, but that if those positions are held by the same individual or if the Chairman is otherwise not independent, the Board shall appoint an independent Lead Director. The CEO shall preside at all meetings of the shareholders and, unless a Chairman has been elected, at all meetings of the Board at which he is present. If a Chairman has been elected, he shall preside at all Board meetings at which he is present and, if independent, at all executive sessions of the independent directors, and shall perform such other powers and duties as may be assigned to him by the Board. If the Chairman is not independent and a Lead Director is appointed, he shall preside at executive sessions of the independent directors and will bear such further responsibilities as the full Board of Directors may designate from time to time. Currently, the position of Chairman of the Board of Directors is vacant and the Board has designated a Lead Director who is an independent director.

The independent members of the Board have periodically reviewed this leadership structure and believe it is appropriate for the Company at the current time as it provides an appropriate balance between the two roles of CEO and Lead Director. The CEO is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while the Lead Director provides guidance to the CEO and sets the agenda for Board meetings and presides over meetings of the full Board. The CEO and Lead Director provide leadership to the Board and work with the Board to define its structure and activities in the fulfillment of its responsibilities. The Lead Director presides over executive sessions and ensures that no conflict of interest arise between management and the functions of the Board and facilitates communication among the directors. The Lead Director and the CEO work together to provide an appropriate information flow to the Board and the Lead Director works with other Board members to provide strong, independent oversight of the Company's management and affairs. Thus, the Board believes that the current structure balances the needs for the CEO to run the Company on a day-to-day basis with the benefit provided to the Company by significant involvement and leadership of an independent Lead Director.

### **Shareholder Communications with Directors**

The Board has adopted a Shareholder Communications with Directors Policy. The Shareholder Communications with Directors Policy is available on the Investor Relations page at the Company's website, [www.aastrom.com](http://www.aastrom.com), and by following the Corporate Governance link.

### **Director Attendance at Annual Meetings**

The Board has adopted a Director Attendance at Annual Meetings Policy. This policy is available on the Investor Relations page at the Company's website, [www.aastrom.com](http://www.aastrom.com), and by following the Corporate Governance link. All of the directors then in office attended the Annual Meeting of Shareholders held in October 2010.

### **Code of Ethics**

The Board has adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors as well as a separate Code of Ethics for Senior Financial Officers. These Codes of Ethics are available on the Investor Relations page at the Company's website, [www.aastrom.com](http://www.aastrom.com), and by following the Corporate Governance link. We will also make information related to any amendments to, or waivers from these Codes of Ethics available on the website.

### **Board Member Independence**

The Board has determined that all of the Board members, except for Mr. Mayleben, are independent within the meaning of the director independence standards of NASDAQ and the SEC. Mr. Mayleben is not considered independent because of his current employment by the Company.

### **Risk Oversight**

Assessing and managing risk is the responsibility of Aastrom's management. The Board oversees and reviews certain aspects of the Company's risk management efforts. The Board is involved in risk oversight through direct decision-making authority with respect to significant matters and the oversight of management by the Board and its committees. Among other areas, the Board is directly involved in overseeing risks related to the Company's overall strategy, including clinical and product development strategies, financing strategies, business continuity, crisis preparedness and corporate reputational risks.

The committees of the Board execute their oversight responsibility for risk management as follows:

- The Audit Committee has responsibility for overseeing the Company's internal financial and accounting controls, work performed by the Company's independent registered public accounting firm and the Company's internal audit function. As part of its oversight function, the Audit Committee regularly discusses with management and the Company's independent registered public accounting firm the Company's major financial and controls-related risk exposures and steps that management has taken to monitor and control such exposures. In addition, the Company, under the supervision of the Audit Committee, has established procedures available to all employees for the anonymous and confidential submission of complaints relating to any matter to encourage employees to report questionable activities directly to the Company's senior management and the Audit Committee. The Audit Committee also reviews transactions between the Company and its officers, directors, affiliates of officers and directors or other related parties for conflicts of interest.
- The Compensation Committee is responsible for overseeing risks related to the Company's cash and equity-based compensation programs and practices and ensuring that executive and employee compensation plans are appropriately structured so as not to incent excessive risk taking and are not reasonably likely to have a material adverse effect on the Company.
- The Governance Committee is responsible for overseeing risks related to the composition and structure of the Board of Directors and its committees and the Company's corporate governance and works to ensure that the Company's corporate governance does not encourage or promote excessive risk taking on the part of the Board or by employees of the Company.



**PROPOSAL 2**  
**RATIFICATION OF APPOINTMENT OF INDEPENDENT**  
**REGISTERED PUBLIC ACCOUNTING FIRM**

**Overview**

The Audit Committee has selected PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to audit the consolidated financial statements of Aastrom for the fiscal year ending December 31, 2011. PricewaterhouseCoopers LLP has acted in such capacity since its appointment in fiscal year 1997.

Shareholder ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm is not required by the Company's Bylaws or otherwise. However, the Board is submitting the selection of PricewaterhouseCoopers LLP to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of the Company and its shareholders.

As part of its duties, the Audit Committee considers whether the provision of services, other than audit services, during the fiscal year ended December 31, 2011 by PricewaterhouseCoopers LLP, the Company's independent auditor for that period, is compatible with maintaining the auditor's independence. The following table sets forth the aggregate fees accrued to the Company for the fiscal years ended June 30, 2010 and June 30, 2009 and the six-month period ended December 31, 2010 by PricewaterhouseCoopers LLP:

	<u>Fiscal Year Ended June 30, 2009</u>	<u>Fiscal Year Ended June 30, 2010</u>	<u>Six-Month Period Ended December 31, 2010</u>
Audit Fees	\$ 338,480(1)	\$ 320,900(2)	\$ 220,000(2)
Audit Related Fees	—	—	—
Tax Fees	—	—	—
All Other Fees	—	25,000(3)	1,800
<b>Total</b>	<u>\$ 338,480</u>	<u>\$ 345,900</u>	<u>\$ 221,800</u>

- (1) The Audit Fees for the year ended June 30, 2009 were for professional services rendered for the audits and reviews of the consolidated financial statements of the Company, professional services rendered for a federal compliance audit, issuance of consents, comfort letters and assistance with review of documents filed with the SEC.
- (2) The Audit Fees for the year ended June 30, 2010 and the six month period ended December 31, 2010 were for professional services rendered for the audits and reviews of the consolidated financial statements of the Company, professional services rendered for issuance of consents, comfort letters and assistance with review of documents filed with the SEC.
- (3) The All Other Fees for the year ended June 30, 2010 were for professional services rendered in connection with the application for the Qualifying Therapeutic Discovery Project.

The Audit Committee approves in advance the engagement and fees of the independent registered public accounting firm for all audit services and non-audit services, based upon independence, qualifications and, if applicable, performance. The Audit Committee may form and delegate to subcommittees of one or more members

of the Audit Committee the authority to grant pre-approvals for audit and permitted non-audit services, up to specific amounts. All audit services provided by PricewaterhouseCoopers LLP for the fiscal year ended June 30, 2010 and the six-month period ended December 31, 2010 were pre-approved by the Audit Committee.

Representatives of PricewaterhouseCoopers LLP attended all of the meetings of the Audit Committee during each of the fiscal year ended June 30, 2010 and the six-month period ended December 31, 2010. We expect that a representative of PricewaterhouseCoopers LLP will attend the Annual Meeting, and the representative will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from shareholders.

**Vote Required and Board of Directors' Recommendation**

The affirmative vote of a majority of the votes cast on the proposal on the ratification of this appointment, at the Annual Meeting of Shareholders at which a quorum representing a majority of all outstanding shares of common stock of Aastrom is present, either in person or by proxy, is required for ratification of this proposal. If you abstain from voting on this Proposal, it has no effect on the voting of the proposal. If you submit your proxy without indicating your voting instructions, your shares will be voted "FOR" this proposal.

**The Board of Directors unanimously recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as Aastrom's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2011.**

**STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information, as of March 31, 2011, or as otherwise set forth below, with respect to the beneficial ownership of Aastrom’s common stock by (i) all persons known by Aastrom to be the beneficial owners of more than 5% of the outstanding common stock of Aastrom; (ii) each director and director nominee of Aastrom, (iii) each executive officer of Aastrom named in the Summary Compensation Table, and (iv) all executive officers and directors of Aastrom as a group.

<u>Name and Address of Beneficial Owner(2)</u>	<u>Shares Owned(1)</u>	
	<u>Number of Shares</u>	<u>Percentage of Class(3)</u>
Ronald M. Cresswell	20,000	*
Timothy M. Mayleben(4)	372,812	*
Alan L. Rubino(5)	48,780	*
Nelson M. Sims(6)	72,979	*
Harold C. Urschel, Jr.(7)	23,192	*
Robert L. Zerbe(8)	45,867	*
Scott C. Durbin(9)	42,500	*
Ronnda L. Bartel(10)	119,349	*
All officers and directors as a group (9 persons)(11)	778,229	2.0%

\* Represents less than 1% of the outstanding shares of Aastrom’s common stock.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares. Except as indicated in the footnotes to this table, to the knowledge of the Company, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws, where applicable. The number of shares owned and percentage ownership amounts include shares of restricted stock granted under Aastrom’s Amended and Restated 2004 Equity Incentive Plan (the “2004 Plan”) and Aastrom’s 2009 Omnibus Incentive Plan (the “2009 Plan”). Pursuant to the rules of the SEC, the number of shares of Aastrom’s common stock deemed outstanding includes shares issuable pursuant to options held by the respective person or group that are currently exercisable or may be exercised within 60 days of March 31, 2011.
- (2) The address for each beneficial owner is 24 Frank Lloyd Wright Drive, Lobby K, Ann Arbor, MI 48105.
- (3) Calculated on the basis of 38,618,037 shares of common stock outstanding as of March 31, 2011.
- (4) Includes 269,812 shares issuable upon exercise of options held by Mr. Mayleben that are exercisable within the 60-day period following March 31, 2011.
- (5) Includes 47,917 shares issuable upon exercise of options held by Mr. Rubino that are exercisable within the 60-day period following March 31, 2011.
- (6) Includes 43,604 shares issuable upon exercise of options held by Mr. Sims that are exercisable within the 60-day period following March 31, 2011.
- (7) Includes 23,192 shares issuable upon exercise of options held by Dr. Urschel that are exercisable within the 60-day period following March 31, 2011.
- (8) Includes 44,967 shares issuable upon execution of options held by Dr. Zerbe that are exercisable within the 60-day period following March 31, 2011.
- (9) Includes 12,500 shares issuable upon exercise of options held by Mr. Durbin that are exercisable within the 60-day period following March 31, 2011.
- (10) Includes 119,349 shares issuable upon execution of options held by Dr. Bartel are exercisable within the 60-day period following March 31, 2011.
- (11) Includes 594,091 shares issuable upon exercise of options that are exercisable within the 60-day period following March 31, 2011.

## EXECUTIVE COMPENSATION AND RELATED INFORMATION

## Summary Compensation Table

On November 11, 2010, our Board of Directors approved a change in our fiscal year end from June 30 to December 31. As such, the following table summarizes all compensation awarded to, earned by or paid to Timothy M. Mayleben, the Company's chief executive officer, Scott C. Durbin, the Company's chief financial officer, and Ronnda L. Bartel, the Company's chief scientific officer (the "named executive officers") during the 12-month period ended June 30, 2010 and also during the six-month period ended December 31, 2010.

## 2010 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year*	Salary (\$)	Bonus (\$)	Option Awards (\$)(1)	Nonequity Incentive Plan Compensation(2)	All Other Compensation (\$)(3)	Total (\$)
Timothy M. Mayleben, President and CEO	Dec. 2010	\$212,500	\$ 4,375	\$374,537	\$ 95,625	\$11,979(4)	\$ 699,016
	June 2010	\$233,428(5)	\$ 8,437	\$822,015	\$111,563	\$76,926(4)	\$1,252,369
Scott C. Durbin, Chief Financial Officer	Dec. 2010	\$137,500	\$ 1,875	\$ 94,819	\$ 48,125	\$ 7,253(6)	\$ 289,572
	June 2010	\$ 18,750(7)	\$ —	\$258,771	\$ —	\$ —	\$ 277,521
Ronnda L. Bartel, Chief Scientific Officer	Dec. 2010	\$121,695	\$40,000(8)	\$122,317	\$ —	\$ 4,186	\$ 288,198
	June 2010	\$243,389(9)	\$40,000	\$169,059	\$ —	\$ 8,096	\$ 460,544

\* December 2010 information is for the six-month period ended December 31, 2010. June 2010 information is for the fiscal year ended June 30, 2010.

- (1) Amount reflects the grant date fair value of the named executive officer's stock options, calculated in accordance with FASB ASC Topic 718. For purposes of this calculation, we have disregarded forfeiture assumptions. For a discussion of the assumptions used in calculating these values, see Note 3 to our consolidated financial statements in our annual report on Form 10-K for the fiscal year ended June 30, 2010 filed with the SEC on September 7, 2010.
- (2) Amounts reflected in this column were awarded pursuant to Mr. Mayleben's and Mr. Durbin's employment agreements, as applicable, as described in more detail below (see "Employment Contracts and Termination of Employment and Change of Control Arrangements"). Due to the change in fiscal year end from June 30 to December 31, Mr. Mayleben and Mr. Durbin were each awarded a pro-rated bonus for the period from July 1, 2010 through December 31, 2010. The incentive amounts awarded to Mr. Mayleben and Mr. Durbin for the six-months ended December 31, 2010 were calculated on a six-month pro-rated basis and, because of the date Mr. Mayleben's employment commenced, the incentive amount awarded to Mr. Mayleben for the fiscal year ended June 30, 2010 was calculated on a seven-month pro-rated basis.
- (3) The all other compensation column includes Aastrom contributions to 401(k) Supplemental Retirement Plans (401(k) Plan) as detailed in footnotes 4 and 6. None of the named executive officers received perquisites having an aggregate value of \$10,000 or more in the six-month period ended December 31, 2010 or in the fiscal year ended June 30, 2010, as applicable. All other compensation also includes the portion of medical, dental, vision and long term disability premiums paid by Aastrom on behalf of the named executive officers. These benefits are offered to all full-time Aastrom employees.
- (4) These amounts include Aastrom contributions made to Mr. Mayleben's 401(k) Plan of \$10,625 and \$5,313 in the six-month period ended December 31, 2010 and in the fiscal year ended June 30, 2010, respectively. The amount for the fiscal year ended June 30, 2010 also includes a \$50,000 lump-sum paid to Mr. Mayleben pursuant to a consulting agreement prior to commencement of his employment (see "Employment Contracts and Termination of Employment and Change of Control Arrangements" below for a more detailed discussion) and \$20,625 in fees paid to Mr. Mayleben for his service as a non-employee director through December 14, 2009.
- (5) Effective December 14, 2009, Mr. Mayleben was appointed the Company's President, Chief Executive Officer and Chief Financial Officer. On June 7, 2010, Mr. Mayleben resigned as Chief Financial Officer.

This amount represents the salary earned by Mr. Mayleben during the twelve months ended June 30, 2010, after his employment commenced.

- (6) This amount includes Aastrom contributions made to Mr. Durbin’s 401(k) Plan of \$3,438.
- (7) Effective June 7, 2010, Mr. Durbin was appointed the Company’s Chief Financial Officer. This amount represents the salary earned by Mr. Durbin during the fiscal year ended June 30, 2010 after his employment commenced.
- (8) Represents the cash performance bonus awarded to Dr. Bartel on January 18, 2011 based on the achievement of goals for the Company and Dr. Bartel set by the Compensation Committee of the Board.
- (9) Effective May 2010, Dr. Bartel was promoted from Vice President of Technical Operations to Chief Scientific Officer, and in August of 2010, as a result of increased responsibility and new policy-making functions, our Board of Directors determined that Dr. Bartel was an executive officer of the Company. This amount represents the salary earned by Dr. Bartel during the six-month period ended December 31, 2010.

**Outstanding Equity Awards at Fiscal Year End**

The table below reflects all outstanding equity awards made to each of the named executive officers that were outstanding at December 31, 2010. We currently grant stock-based awards pursuant to our 2009 Plan and have outstanding awards under our 2004 Plan.

**OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2010**

Name	Grant Date(1)	Option Awards			Option Exercise Price (\$)*	Option Expiration Date
		Number of Securities Underlying Unexercised Options (#) Exercisable(1)*	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)*	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)*		
Timothy M. Mayleben	9/22/2010(2)	24,688	370,312	—	\$ 1.49	9/22/2020
	3/11/2010(2)	43,968	190,532	—	\$ 1.52	3/11/2020
	12/14/2009(3)	93,750	281,250	—	\$ 2.40	12/14/2019
	12/8/2008	18,750	—	—	\$ 2.96	12/8/2018
	10/17/2008	6,875	—	—	\$ 2.32	10/17/2018
	11/7/2007	6,875	—	—	\$ 7.60	11/7/2017
	11/2/2006	6,875	—	—	\$ 12.24	11/2/2016
	11/1/2005	3,750	—	—	\$ 17.84	11/1/2015
	6/20/2005	1,500	—	—	\$ 23.60	6/20/2015
Scott C. Durbin	9/22/2010(2)	6,250	93,750	—	\$ 1.49	9/22/2020
	6/7/2010(4)	—	275,000	—	\$ 1.44	6/7/2020
Ronnda L. Bartel	9/22/2010(2)	8,063	120,937	—	\$ 1.49	9/22/2020
	4/23/2010(2)	11,250	78,750	—	\$ 1.80	4/23/2020
	7/31/2009	9,766	21,484	—	\$ 3.20	7/31/2019
	10/31/2008(5)	19,531	11,719	—	\$ 3.20	10/31/2018
	11/30/2007	2,513	837	—	\$ 7.36	11/30/2017
	9/6/2007	7,139	1,648	—	\$ 8.96	9/6/2017
	10/16/2006	31,250	—	—	\$ 10.88	10/16/2016

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\* Amounts include the impact of a one-for-eight reverse stock split effected on February 18, 2010 (the “Reverse Stock Split”)

- (1) Unless otherwise noted, options vest over a period of four years, with 25% vesting on the first anniversary of the date of grant and 6.25% vesting each quarter thereafter.
- (2) These options vest in equal quarterly installments over a four-year period beginning on the grant date.
- (3) These options vest in 48 equal monthly installments commencing on the grant date.
- (4) 25% of these options vest on the first anniversary of the grant date. Thereafter, the remaining options vest in 36 equal monthly installments.
- (5) One third of these options vest on the first anniversary of the grant date. Thereafter, the remaining options vest in 8 equal quarterly installments.

### **Employment Contracts, including Termination of Employment and Change of Control Arrangements**

The following are summaries of the agreements with our named executive officers.

#### ***Mr. Mayleben’s Agreements***

The following is a summary of Mr. Mayleben’s employment agreement as entered into on October 23, 2009, which became effective upon his assuming the roles of Chief Executive Officer and President immediately following the 2009 Annual Meeting of Shareholders. Also described below are the terms of a Consulting Agreement dated October 23, 2009, entered into by the Company and Mr. Mayleben that covered the management transition period from September 3, 2009 until the date Mr. Mayleben assumed his new roles.

Under an employment agreement with Mr. Mayleben for his services as Chief Executive Officer and President, Mr. Mayleben received an initial annual base salary of \$425,000 and was eligible to receive a cash bonus (as a participant in Aastrom’s existing cash performance bonus program) based upon his performance, as determined by the Board of Directors, for up to 45% of his base salary. Mr. Mayleben was granted an initial stock option to purchase 375,000 shares of Company common stock (with an exercise price of \$2.40, the fair market value on December 14, 2009, which is the date of grant, adjusted for the Reverse Stock Split). All 375,000 shares are subject to time vesting and vest in 48 equal monthly installments commencing on the first day of the calendar month first following the date of grant. In the event of his termination by the Company without Cause or by Mr. Mayleben for Good Reason within one year following a Change of Control (in each case, as those terms are defined in Mr. Mayleben’s employment agreement), the vesting of all his stock options will accelerate, with all options becoming fully exercisable. In addition, if Mr. Mayleben’s employment is terminated without Cause or for Good Reason within one year following a Change in Control, he will be entitled to a severance payment equal to his one and one-half times his annual base salary at termination. If Mr. Mayleben’s employment is terminated without Cause or if he terminates his employment for Good Reason (in each case, other than in conjunction with a Change of Control), he will be entitled to a severance payment equal to one year of his annual base salary at termination. In addition, in the event of Mr. Mayleben’s termination without Cause or for Good Reason, the Company will pay the costs of his first 12 months of continued medical coverage under COBRA. All severance payments under the Agreement, including any accelerated vesting of options and the Company’s payment of Mr. Mayleben’s COBRA premiums, is conditioned upon Mr. Mayleben executing a release of claims against the Company.

Mr. Mayleben agrees not to disclose confidential information of the Company; during the term of his agreement and for a period of one year thereafter, not to solicit employees, customers or vendors of the Company; and during the term of his agreement and for a period of one year thereafter, not to compete with the Company.

In the event of a Change in Control, if the payments to Mr. Mayleben constitute excess parachute payments, he will receive either (i) the entire benefit and pay the excise taxes on the excess amount or (ii) reduced payments, whichever will provide the greater amount of benefits to Mr. Mayleben on an after-tax basis. If he chooses the latter, the Company will not be entitled to a deduction for the excess amounts on which Mr. Mayleben is required to pay excise taxes.

In addition to the employment agreement entered into between Mr. Mayleben and the Company, on October 23, 2009, the Company and Mr. Mayleben entered into a Consulting Agreement, which covered the management transition period from September 3, 2009 until the date of the 2009 Annual Meeting of Shareholders when Mr. Mayleben assumed his new roles. Under the Consulting Agreement, Mr. Mayleben was paid a lump sum of \$50,000 on the commencement of his employment as Chief Executive Officer and President of the Company, for the time, effort and consulting services provided by Mr. Mayleben during the term of the Consulting Agreement in preparing to take on and getting involved in day to day activities of the Company prior to assuming his new roles. The Company determined that the Consulting Agreement was desirable in order to better assure that the management transition went as smoothly as possible. During this period Mr. Mayleben continued as an independent contractor to the Company and not as an employee.

***Mr. Durbin's Agreement***

Mr. Durbin's employment agreement provides that Mr. Durbin will receive an initial annual base salary of \$275,000 and his base salary shall be redetermined annually by the Company's CEO in consultation with the Compensation Committee. Under his employment agreement, Mr. Durbin will also be eligible to receive cash incentive compensation as determined by the CEO in consultation with the Compensation Committee from time to time. Mr. Durbin's target annual incentive compensation shall be 35% of his then-current base salary.

In accordance with the employment agreement and as approved by the Board, Mr. Durbin was granted an initial stock option to purchase 275,000 shares of the Company's common stock at an exercise price of \$1.44 (the "Initial Option"). All 275,000 shares are subject to time vesting with 25% of the shares vesting on the first anniversary of the date of the employment agreement and the remaining shares vesting monthly in equal tranches over the following 36 months. Subject to approval by the Board, Mr. Durbin will be eligible to receive an additional option grant to purchase 80,000 shares of the Company's common stock based on Mr. Durbin's performance during the 12 month period following the date of the employment agreement as determined by the Board in its discretion and at an exercise price equal to the fair market value of the Company's common stock on the effective date of grant (the "Subsequent Option"). The Initial Option and the Subsequent Option shall be subject to the terms and conditions of the Company's 2009 Plan and form of stock option agreement.

In the event of his termination by the Company without Cause or by Mr. Durbin for Good Reason (as such terms are defined in Mr. Durbin's employment agreement), and subject to Mr. Durbin's signing a general release of claims, the Company shall pay Mr. Durbin an amount equal to nine months of his then-current base salary in nine substantially equal monthly installments. Additionally, all stock options and other stock-based awards which would have vested had Mr. Durbin remained employed for an additional nine months following the date of termination shall become exercisable as of the date of termination. Mr. Durbin would also be entitled to continued participation in the Company's group health, dental and vision programs for nine months following the date of termination.

In the event of his termination by the Company without Cause or by Mr. Durbin for Good Reason within 12 months following a Change in Control (as such term is defined in Mr. Durbin's employment agreement), and subject to Mr. Durbin's signing a general release of claims, the Company shall pay to Mr. Durbin a lump-sum cash payment in an amount equal to 12 months of his then-current base salary (or his base salary in effect immediately prior to the Change in Control, if higher). Additionally and notwithstanding anything to the contrary in any applicable option agreement or stock-based award agreement, all stock options and other stock-based awards held by Mr. Durbin shall immediately accelerate and become exercisable as of the termination date. Mr. Durbin would also be entitled to continued participation in the Company's group health, dental and vision programs for 12 months following the date of termination.

If any payments to Mr. Durbin, calculated in a manner consistent with Section 280G of the Code, would be subject to the excise tax imposed by Section 4999 of the Code, he will receive either the entire benefit or reduced payments, which alternative will be determined by a nationally recognized accounting firm selected by the Company.

In addition, during his employment and after termination of the employment agreement, Mr. Durbin has agreed to keep the Company's confidential information in confidence and trust and has agreed not to use or disclose such confidential information without the Company's written consent except as necessary in the ordinary course of

performing his duties to the Company. During the term of his employment agreement and for a period of 12 months thereafter Mr. Durbin also agrees not to compete with the Company and not to solicit employees, customers or suppliers of the Company.

***Dr. Bartel's Agreement***

In March 2011, Dr. Bartel entered into a new employment agreement that replaced and superseded her December 2009 employment agreement. Dr. Bartel's new employment agreement provides that Dr. Bartel will receive an initial annual base salary of \$243,389, which is the same annual base salary provided under her old agreement. Under her new employment agreement, Dr. Bartel's annual base salary will be redetermined annually by the Company's CEO in consultation with the Compensation Committee. Dr. Bartel's new employment agreement also provides that Dr. Bartel will be eligible to receive cash incentive compensation, as determined by the CEO in consultation with the Compensation Committee from time to time, with a target annual incentive compensation of 30% of her then-current base salary.

Under the new employment agreement, in the event of Dr. Bartel's termination by the Company without Cause or by Dr. Bartel for Good Reason (as such terms are defined in the new employment agreement), and subject to Dr. Bartel signing a general release of claims, the Company shall pay Dr. Bartel an amount equal to nine months of her then-current base salary in nine substantially equal monthly installments. Additionally, Dr. Bartel's new employment agreement provides that all stock options and other stock-based awards which would have vested had Dr. Bartel remained employed for an additional nine months following the date of termination shall become exercisable as of the date of termination. Dr. Bartel would also be entitled to continued participation in the Company's group health, dental and vision programs for nine months following the date of such termination.

Under Dr. Bartel's employment agreement, in the event of her termination by the Company without Cause or by Dr. Bartel for Good Reason within 12 months following a Change in Control (as such term is defined in Dr. Bartel's employment agreement), and subject to Dr. Bartel's signing a general release of claims, the Company shall pay to Dr. Bartel a lump-sum cash payment in an amount equal to 12 months of her then-current base salary (or her base salary in effect immediately prior to the Change in Control, if higher). Dr. Bartel's employment agreement additionally provides that, notwithstanding anything to the contrary in any applicable option agreement or stock-based award agreement, all stock options and other stock-based awards held by Dr. Bartel shall immediately accelerate and become exercisable as of the termination date. Under the employment agreement, Dr. Bartel would also be entitled to continued participation in the Company's group health, dental and vision programs for 12 months following the date of such termination.

If any payments to Dr. Bartel, calculated in a manner consistent with Section 280G of the Code, would be subject to the excise tax imposed by Section 4999 of the Code, she will receive either the entire benefit or reduced payments, which alternative will be determined by a nationally recognized accounting firm selected by the Company.

Under Dr. Bartel's employment agreement, Dr. Bartel agrees to keep the Company's confidential information in confidence and trust, during her employment and after the termination of her employment, and agrees not to use or disclose such confidential information without the Company's written consent except as necessary in the ordinary course of performing her duties to the Company. Dr. Bartel also agrees that, during her employment agreement and for a period of 12 months thereafter, she would neither compete with the Company nor solicit any employees, customers or suppliers of the Company.

***Acceleration of Vesting Under Stock Option Plans***

Generally, in the event of a Change in Control of Aastrom (as defined in the Company's 2009 Plan) if awards under the 2009 Plan are not assumed or substituted, awards shall vest on the day prior to the Change in Control and terminate on the day of the Change in Control. If assumed or substituted and the participant's board membership or services to the Company are terminated by the Company within 12 months of the Change in Control, the awards shall become fully vested and exercisable and may be exercised at any time prior to the earlier of the expiration date of the award or within three months of the date of termination. However, if the fair market value on the date of the



Change in Control is less than the exercise price of the option or stock appreciation right, such option or stock appreciation right shall then terminate on the date of the Change in Control.

For awards issued under the 2004 Plan, in the event of a Change in Control of Aastrom (as defined in the Company’s 2004 Plan), if such awards are not assumed, cashed-out or substituted, then the awards shall vest as of ten days prior to the date of the Change in Control and terminate on the day of the Change in Control. In general, options granted to executive officers of Aastrom will become fully exercisable if such officer is terminated following a Change in Control and options granted to non-employee directors will become fully vested and immediately exercisable upon a Change in Control.

**Equity Compensation Plan Information**

The following table sets forth information about the securities authorized for issuance under our equity compensation plans as of December 31, 2010.

<u>Plan Category</u>	<u>(a) No. of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u>
Equity compensation plans/arrangements approved by shareholders	4,333,623	\$ 2.52	310,673
Equity compensation plans/arrangements not approved by shareholders	N/A	N/A	N/A
<b>Total</b>	<b>4,333,623</b>	<b>\$ 2.52</b>	<b>310,673</b>

- (1) The weighted-average remaining life of outstanding options, warrants and rights is 8.9 years.
- (2) There are no outstanding restricted stock units or restricted shares.
- (3) Maximum option and SAR life in the 2009 Plan is ten years and full value awards count as 1.25 shares against the 2009 Plan.

## Compensation of Directors

The Director Compensation table reflects all compensation awarded to, earned by or paid to the Company's non-employee directors during the fiscal year ended June 30, 2010 and for the six-month period ended December 31, 2010.

### 2010 DIRECTOR COMPENSATION FOR THE TWELVE AND SIX MONTHS ENDED JUNE 30, 2010 AND DECEMBER 31, 2010

<u>Name</u>	<u>Year*</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards (\$)</u>	<u>Option Awards \$(1)</u>	<u>Other Compensation (\$)</u>	<u>Total (\$)</u>
George W. Dunbar(2)	Dec. 2010	\$ 12,500	—	—	—	\$ 12,500
	June 2010	\$ 25,000	—	\$ 81,641	—	\$106,641
Ronald M. Cresswell(3)	Dec. 2010	\$ 6,850	—	\$ 83,938	—	\$ 90,788
	June 2010	—	—	—	—	—
Alan L. Rubino	Dec. 2010	\$ 18,750	—	\$ 23,156	—	\$ 41,906
	June 2010	\$ 37,500	—	\$ 55,766	—	\$ 93,266
Nelson M. Sims	Dec. 2010	\$ 22,500	—	\$ 23,156	—	\$ 45,656
	June 2010	\$ 52,500	—	\$ 55,766	—	\$108,266
Harold C. Urschel, Jr.	Dec. 2010	\$ 17,500	—	\$ 23,156	—	\$ 40,656
	June 2010	\$ 17,500	—	\$ 57,858	—	\$ 75,358
Robert L. Zerbe	Dec. 2010	\$ 21,250	—	\$ 23,156	—	\$ 44,406
	June 2010	\$ 40,000	—	\$ 55,766	—	\$ 95,766

\* December 2010 information is for the six-month period ended December 31, 2010. June 2010 information is for the fiscal year ended June 30, 2010.

- (1) The discussion below provides details as to the aggregate number of option awards outstanding at fiscal year end.
- (2) Mr. Dunbar did not stand for re-election at the 2010 Annual Meeting of Shareholders held on October 21, 2010 and thus ceased being a director as of October 21, 2010.
- (3) Dr. Cresswell joined the Board on October 21, 2010.

*Fees Earned or Paid in Cash.* The Chairman of the Board of Directors, if any, receives an annual fee of \$50,000 paid in equal quarterly increments. Each non-employee director receives an annual fee of \$25,000 paid in equal quarterly increments. The chairperson of each standing committee receives an additional annual fee of \$7,500 and each non-chair committee member receives an additional annual fee of \$5,000, payable quarterly. Following the Annual Meeting of Shareholders, the Company expects to continue to pay a supplemental fee of \$7,500 to the Lead Director, paid in equal quarterly increments.

*Stock and Option Awards.* We had in place a non-employee director compensation policy whereby a non-employee director who continued to serve beyond an Annual Meeting of Shareholders would receive a stock option to purchase 55,000 shares granted on the date of each Annual Meeting of Shareholders, with an exercise price equal to the fair market value of the common stock on the date of grant, vesting in equal quarterly increments over a period of one year. Newly elected directors joining the Board during the period between Annual Meetings of Shareholders would receive a grant for a pro rata amount of the 55,000 shares subject to option (reflecting the period of time until the next Annual Meeting of Shareholders). These equity grants would be made under the terms of the existing equity compensation plans, as previously approved by the shareholders. We are in the process of reviewing our current policy and, beginning with Dr. Cresswell, are currently offering new directors, upon joining the Board, an award of options to purchase 85,000 shares of Aastrom common stock that vest in three equal annual installments beginning on the first anniversary of the grant date. Amounts in the stock and option awards columns represent the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 (disregarding forfeiture assumptions). For

a discussion of the assumptions used in calculating the dollar amount recognized, see Note 3 to our consolidated financial statements in our annual report on Form 10-K for fiscal year 2010 filed with the SEC on September 7, 2010.

Previously, stock options issued to directors terminated and could no longer be exercised after the first to occur of (a) the expiration date of the option, (b) at any time prior to the expiration of three months after the date on which the service to the Company was terminated or (c) a change in control to the extent provided in the stock option agreement. On October 5, 2009, the Board of Directors determined that stock options already issued to directors shall terminate and no longer be exercised after the first to occur of (a) the expiration date of the option, (b) at any time prior to the expiration of 24 months after the date on which the service to the Company is terminated or (c) a change in control to the extent provided in the stock option agreement. This revision was made by the Board upon the recommendation of the Compensation Committee after it had consulted with its independent compensation consultant who recommended the change. The independent compensation consultant advised that by lengthening the period the directors could exercise their options, it would neutralize market timing on their service decisions.

*Option Holdings.* Non-employee directors held the following stock options as of December 31, 2010:

<u>Director</u>	<u>Stock Options</u>
Ronald M. Cresswell	85,000
Alan L. Rubino	104,250
Nelson M. Sims	99,937
Harold C. Urschel, Jr.	79,525
Robert L. Zerbe	101,300

### **Certain Relationships and Related Party Transactions**

The Board is committed to upholding the highest legal and ethical conduct in fulfilling its responsibilities and recognizes that related party transactions can present a heightened risk of potential or actual conflicts of interest. Accordingly, as a general matter, it is Aastrom's preference to avoid related party transactions.

Aastrom's Audit Committee Charter requires that members of the Audit Committee, all of whom are independent directors, review and approve all related party transactions for which such approval is required under applicable law, including SEC and NASDAQ rules. All related party transactions shall be disclosed in Aastrom's applicable filings with the Securities and Exchange Commission as required under SEC rules.

There were no such reportable relationships or related party transactions during fiscal year 2009 or 2010.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires Aastrom's executive officers, directors and persons who beneficially own more than 10% of Aastrom's common stock to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by the SEC regulations to furnish Aastrom with copies of all Section 16(a) forms filed by such persons.

Based solely on Aastrom's review of such forms furnished to it and written representations from certain reporting persons, Aastrom believes its executive officers, directors and more than 10% shareholders have complied with all filing requirements.

## REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee oversees Aastrom's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including internal control systems. PricewaterhouseCoopers LLP is responsible for expressing an opinion as to the conformity of our audited financial statements with generally accepted accounting principles and an opinion on our internal control over financial reporting. The Audit Committee acts pursuant to a written charter that has been adopted by the Board of Directors.

The Audit Committee consists of three directors, each of whom, in the judgment of the Board, is an "independent director" as defined in Rule 5605(a)(2) of the NASDAQ listing standards. Nelson M. Sims and Alan L. Rubino were members of the Audit Committee during the six-month period ended December 31, 2010. Dr. Zerbe was a member of the Audit Committee from September 2009 through October 2010, when he was replaced by Ronald M. Cresswell.

The Committee has discussed and reviewed with the independent registered public accountants all matters required to be discussed by the Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended (AICPA, Professional Standards, Vol.1, AU section 380), as adopted by the Public Company Accounting Oversight Board (the "PCAOB") in Rule 3200T. The Committee has received written disclosures and a letter from PricewaterhouseCoopers LLP confirming their independence, as required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP the accountant's independence. The Committee has met with PricewaterhouseCoopers LLP, with and without management present, to discuss the overall scope of the PricewaterhouseCoopers LLP audit, the results of its audits, its evaluations of Aastrom's internal controls and the overall quality of its financial reporting. The Committee reviewed the performance and fees of PricewaterhouseCoopers LLP prior to recommending their appointment. The Committee reviewed the Company's financial statements and discussed them with management and with PricewaterhouseCoopers LLP.

Based on the review and discussions referred to above, the Committee recommended to the Board of Directors that Aastrom's audited financial statements be included in Aastrom's Transition Report on Form 10-K for the six-month period ended December 31, 2010.

### AUDIT COMMITTEE

Nelson M. Sims, Chair  
Alan L. Rubino  
Ronald M. Cresswell

## **SHAREHOLDER PROPOSALS TO BE PRESENTED AT NEXT ANNUAL MEETING**

Under Aastrom's Bylaws, in order for business and director nominations to be properly brought before a meeting by a shareholder, such shareholder must have given timely notice thereof in writing to the Corporate Secretary of Aastrom. To be timely, such notice must be received at Aastrom's principal executive offices not less than 120 calendar days in advance of the one year anniversary of the date Aastrom's proxy statement was released to shareholders in connection with the previous year's Annual Meeting of Shareholders, except that (i) if no Annual Meeting was held in the previous year, (ii) if the date of the annual meeting has been changed by more than thirty calendar days from the date contemplated at the time of the previous year's proxy statement or (iii) in the event of a special meeting, then notice must be received not later than the close of business on the tenth day following the day on which notice of the date of the meeting was mailed or public disclosure of the meeting date was made.

If none of the events described in (i) through (iii) above occur, then the deadline for submitting shareholder proposals or nominations for directors for inclusion in the Company's proxy statement and form of proxy pursuant to Rule 14a-8 of the SEC's proxy rules for the next Annual Meeting of shareholders will be December 14, 2011 and shareholder proposals submitted outside the processes of Rule 14a-8 received after December 14, 2011 will be considered untimely under Aastrom's Bylaws. In order to be brought before the next Annual Meeting, any such proposal or nomination must include the relevant information as required under the Company's Bylaws and must otherwise meet applicable requirements of the SEC's proxy rules if such proposal or nomination is to be included in the Company's proxy statement for the next Annual Meeting.

Shareholder proposals and director nominations should be delivered to: Aastrom Biosciences, Inc., 24 Frank Lloyd Wright Drive, P.O. Box 376, Ann Arbor, Michigan, 48106, Attention: Secretary. Aastrom recommends that such proposals be sent by certified mail, return receipt requested.

## **DELIVERY OF PROXY MATERIALS AND ANNUAL REPORT**

### **Electronic Delivery**

The notice of Annual Meeting and Proxy Statement and Annual Report is available at [www.proxyvote.com](http://www.proxyvote.com). Instead of receiving paper copies of the Annual Report and Proxy Statement in the mail, shareholders can elect to receive these communications electronically at [www.proxyvote.com](http://www.proxyvote.com).

Many brokerage firms and banks are also offering electronic proxy materials to their clients. If you are a beneficial owner of the Company's stock, you may contact that broker or bank to find out whether this service is available to you. If your broker or bank uses Broadridge Investor Communications, you can sign up to receive electronic proxy materials at [www.proxyvote.com](http://www.proxyvote.com).

"Householding" is the term used to describe the practice of delivering one copy of a document to a household of shareholders instead of delivering one copy of a document to each shareholder in the household. Shareholders who share a common address and who have not opted out of the householding process should receive a single copy of the Notice of Internet Availability of Proxy Materials for each account. If you received more than one copy of the Notice of Internet Availability of Proxy Materials, you may elect to household in the future; if you received a single copy of the Notice of Internet Availability of Proxy Materials, you may opt out of householding in the future.

Shareholders may obtain a copy of this Proxy Statement by writing to the Company at the following address: Aastrom Biosciences, Inc., 24 Frank Lloyd Wright Drive, P.O. Box 376, Ann Arbor, Michigan, 48106.

**TRANSACTION OF OTHER BUSINESS**

At the date of this Proxy Statement, the only business which the Board of Directors intends to present or knows that others will present at the meeting is as set forth above. If any other matter or matters are properly brought before the meeting, or any adjournment thereof, it is the intention of the persons named in the accompanying form of proxy to vote the proxy on such matters in accordance with their best judgment.

By order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Scott Durbin", written in a cursive style.

SCOTT C. DURBIN  
*Corporate Secretary*

April 14, 2011

[FORM OF PROXY CARD]\*

**AASTROM BIOSCIENCES, INC.**  
**ATTN: Scott C. Durbin**  
**P.O. BOX 376**  
**24 FRANK LLOYD WRIGHT DRIVE**  
**ANN ARBOR, MI 48105**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**Electronic Delivery of Future PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<p><b>The board of directors recommends a vote <u>For</u> the election of each nominee.</b></p> <p>1. Election of Directors  <b>Nominees:</b></p> <p>01. Ronald M. Cresswell    02. Timothy M. Mayleben    03. Alan L. Rubino    04. Nelson M. Sims    05. Harold C. Urschel, Jr.    06. Robert L. Zerbe</p> <p>THE BOARD OF DIRECTORS RECOMMENDS A VOTE <u>FOR</u> THE FOLLOWING PROPOSAL.</p> <p>2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2011.</p>	<table style="width: 100%; border: none;"> <tr> <td style="text-align: center; border: none;"><b>For All</b></td> <td style="text-align: center; border: none;"><b>Withhold All</b></td> <td style="text-align: center; border: none;"><b>For All Except</b></td> <td style="border: none;">To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below:</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;"></td> <td style="border: none;">_____</td> </tr> </table>	<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below:				_____
<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below:						
			_____						
	<p><b>For    Against    Abstain</b></p>								
<p>Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.</p>									
Signature [PLEASE SIGN WITHIN THE BOX]	Date								
Signature (Joint Owners)	Date								





**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

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**AASTROM BIOSCIENCES, INC.**

**Proxy for Annual Meeting of Shareholders  
Solicited by the Board of Directors**

The undersigned hereby appoints Timothy M. Mayleben and Scott C. Durbin, and each of them, with full power of substitution to represent the undersigned and to vote all of the shares of stock of Aastrom Biosciences, Inc. (the "Company") which undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held at the Company's headquarters located at 24 Frank Lloyd Wright Drive, Lobby K, Ann Arbor, Michigan, 48105, on Tuesday, June 7, 2011 at 8:30 a.m., local time, and at any adjournment thereof (i) as hereinafter specified upon the proposals listed below and as more particularly described in the Company's Proxy Statement, receipt of which is hereby acknowledged, and (ii) in their discretion upon such other matters as may properly come before the meeting.

**The shares represented hereby shall be voted as specified. If no specification is made, such shares shall be voted FOR proposal 1. If you abstain from voting on proposal 2, it will have no effect on the voting of the proposal.**

**Continued and to be signed on reverse side**