

Imhoff John E  
 Form 4  
 July 09, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Imhoff John E

2. Issuer Name and Ticker or Trading Symbol  
 GUIDED THERAPEUTICS INC [GTHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3215 SHRINE ROAD, SUITE 6

3. Date of Earliest Transaction (Month/Day/Year)  
 07/06/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 BRUNSWICK, GA 31520

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Warrants (Right to Buy)	\$ 0.65	07/06/2012 <sup>(2)</sup>	D		4,399,260	<sup>(1)</sup>	07/26/2012	Common Stock
Common Stock Warrants (Right to Buy)	\$ 0.65	07/06/2012 <sup>(2)</sup>	D		384,663	<sup>(1)</sup>	07/26/2012	Common Stock
Common Stock Warrants (Right to Buy)	<sup>(3)</sup>	07/06/2012 <sup>(2)</sup>	A	128,221		07/05/2012	09/15/2012	Common Stock
Common Stock Warrants (Right to Buy)	\$ 0.65	07/06/2012 <sup>(2)</sup>	A	128,221		07/05/2012	07/26/2013	Common Stock
Common Stock Warrants (Right to Buy)	\$ 0.8	07/06/2012 <sup>(2)</sup>	A	128,221		07/05/2012	07/26/2014	Common Stock
Common Stock Warrants (Right to Buy)	<sup>(3)</sup>	07/06/2012 <sup>(2)</sup>	A	1,466,420		07/05/2012	09/15/2012	Common Stock
Common Stock Warrants (Right to Buy)	\$ 0.65	07/06/2012 <sup>(2)</sup>	A	1,466,420		07/05/2012	03/01/2014	Common Stock
Common Stock Warrants (Right to Buy)	\$ 0.8	07/06/2012 <sup>(2)</sup>	A	1,466,420		07/05/2012	03/01/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Imhoff John E 3215 SHRINE ROAD SUITE 6 BRUNSWICK, GA 31520	X	X		

## Signatures

/s/ Mark L. Faupel, Attorney In Fact	07/09/2012
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The securities were immediately exercisable upon issuance, and were issued on either 12/1/2008 or 8/31/2009.  
Effective July 6, 2012, the issuer canceled, pursuant to its warrant exchange offer, warrants to purchase an aggregate of 4,399,260 and 384,663 shares of the issuer's common stock, granted to the reporting person on either 12/1/2008 or 8/31/2009. In exchange, the reporting person received a combination of three types of new warrants with varying exercise prices and expiration dates, exercisable for an aggregate of 4,399,260 and 384,663 shares of the issuer's common stock.
  - (2) The security had three different exercise prices, depending on the time exercised, ranging from \$.40 to \$.50 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.