

Landegger George F
 Form 4
 May 28, 2013

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 *
 Landegger George F

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2013

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

4 INTERNATIONAL DRIVE

(Street)

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

RYE BROOK, NY 10573

(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 Following 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Convertible Preferred Stock ⁽³⁾	\$ 0.68	05/23/2013			P		100		05/23/2013	<u>(2)</u>	Common Stock	147,0
Warrant To Purchase Common Stock- A (right to buy) ⁽³⁾ ⁽⁴⁾	\$ 1.08	05/23/2013			P		73,529		05/23/2013	05/23/2018	Common Stock	73,5
Warrant To Purchase Common Stock- B (right to buy) ⁽³⁾ ⁽⁴⁾	\$ 1.08	05/23/2013			P		73,530		05/23/2013	05/23/2018	Common Stock	73,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Landegger George F 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573		X		
Whittemore Collection Ltd 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573		X		
Parsons & Whittemore Enterprises Corp. 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573		X		
George F. Landegger 2010 5-Year GRAT 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573		X		
George F. Landegger 2010 10-Year GRAT 4 INTERNATIONAL DRIVE RYE BROOK, NY 10573		X		

Signatures

/s/ George F.
Landegger

05/28/2013

__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) See Exhibit 99.1
- (2) See Exhibit 99.1
- (3) See Exhibit 99.1
- (4) See Exhibit 99.1

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.