

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AASTROM BIOSCIENCES, INC.
(Exact name of registrant as specified in its charter)

MICHIGAN
(State of incorporation
or organization)

94-3096597
(I.R.S. Employer Identification No.)

24 FRANK LLOYD WRIGHT DRIVE
P.O. BOX 376
ANN ARBOR, MICHIGAN
(Address of principal executive offices)

48106
(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
--	--

NOT APPLICABLE

NOT APPLICABLE

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box.

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(1), please check the following box.

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, NO PAR VALUE
(Title of class)

This Form 8-A, including all exhibits, consists of 4 pages. The exhibit index is located on page 4.

Item 1. Description of Registrant's Securities to be Registered

The information contained in "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 1, 1996, as amended on November 6, 1996, December 19, 1996 and January 7, 1997 (the "Form S-1 Registration Statement") is hereby incorporated by reference.

Item 2. Exhibits

The following exhibits are filed as part of this Registration Statement:

- 1.1 Specimen Common Stock Certificate, incorporated by reference to Exhibit 4.1 of Amendment No. 2 to the Registrant's Form S-1 Registration Statement.
- 2.1 Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1 of the initial filing of Registrant's Form S-1 Registration Statement.
- 2.2 Form of Restated Articles of Incorporation (to be filed with the Secretary of State of the State of Michigan prior to closing of Registrant's initial public offering), incorporated by reference to Exhibit 3.2 of Amendment No. 2 to the Registrant's Form S-1

Registration Statement.

- 2.3 Bylaws, as amended, incorporated by reference to Exhibit 3.3 to the initial filing of Registrant's Form S-1 Registration Statement.

2

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 22, 1997

AASTROM BIOSCIENCES, INC.

By: /s/ R. DOUGLAS ARMSTRONG, Ph.D.

R. Douglas Armstrong, Ph.D.
President and Chief
Executive Officer

3

EXHIBIT INDEX

Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
1.1	Specimen Common Stock Certificate, incorporated by reference to Amendment No. 2 to Exhibit 4.1 of the Registrant's Form S-1 Registration Statement.	-
2.1	Restated Articles of Incorporation, as amended, of AASTROM BIOSCIENCES, INC., incorporated by reference to Exhibit 3.1 of the initial filing of Registrant's Form S-1 Registration Statement.	-
2.2	Form of Restated Articles of Incorporation (to be filed with the Secretary of State of the State of Michigan prior to closing of Registrant's initial public offering) incorporated by reference to Exhibit 3.2 of Amendment No. 2 to the Registrant's Form S-1 Registration Statement.	-
2.3	Bylaws, as amended, incorporated by reference to Exhibit 3.3 to the initial filing of Registrant's Form S-1 Registration Statement.	-

4

