

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ARMSTRONG R DOUGLAS PHD</u> (Last) (First) (Middle) <u>R DOUGLAS ARMSTRONG PHD</u> <u>P O BOX 376</u> (Street) <u>ANN ARBOR MI 48106</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AASTROM BIOSCIENCES INC [ASTM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">Chairman, CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2005</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/17/2005		M		10,937	A	\$1.05	705,216	D	
Common Stock	05/17/2005		M		12,500	A	\$0.38	717,716	D	
Common Stock	05/17/2005		S		97,900	D	\$2.4	619,816	D	
Common Stock	05/17/2005		S		29,900	D	\$2.41	589,916	D	
Common Stock	05/17/2005		S		49,600	D	\$2.42	540,316	D	
Common Stock	05/17/2005		S		7,600	D	\$2.4302	532,716	D	
Common Stock	05/17/2005		S		4,900	D	\$2.4304	527,816	D	
Common Stock	05/17/2005		S		5,100	D	\$2.4306	522,716	D	
Common Stock	05/17/2005		S		4,106	D	\$2.5	518,610	D	
Common Stock	05/17/2005		S		46,100	D	\$2.39	472,510	D	
Common Stock	05/17/2005		S		7,800	D	\$2.382	464,710	D	
Common Stock	05/17/2005		S		121,100	D	\$2.38	343,610	D	
Common Stock	05/17/2005		M		198,482	A	\$0.8438	542,092	D	
Common Stock	05/17/2005		M		600,000	A	\$1.05	1,142,092	D	
Common Stock	05/17/2005		F		320,173	D	\$2.38	821,919	D	
Common Stock	05/18/2005		S		20,500	D	\$2.28	801,419	D	
Common Stock	05/18/2005		S		16,200	D	\$2.27	785,219	D	
Common Stock	05/18/2005		S		69,900	D	\$2.26	715,319	D	
Common Stock	05/18/2005		S		61,000	D	\$2.25	654,319	D	
Common Stock	05/18/2005		S		2,400	D	\$2.3	651,919	D	
Common Stock	05/18/2005		S		9,700	D	\$2.32	642,219	D	
Common Stock	05/18/2005		S		16,000	D	\$2.31	626,219	D	
Common Stock	05/18/2005		S		4,300	D	\$2.35	621,919 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$1.05	05/17/2005		M			10,937	(2)	09/17/2011	Common Stock	10,937	\$1.05	164,063	D	
Stock Option (right to buy)	\$0.38	05/17/2005		M			12,500	(3)	08/22/2012	Common Stock	12,500	\$0.38	62,500	D	
Stock Option (right to buy)	\$0.8438	05/17/2005		M			198,482	(3)	12/15/2009	Common Stock	198,482	\$0.8438	0	D	
Stock Option (right to buy)	\$1.05	05/17/2005		M			600,000	(3)	09/17/2011	Common Stock	600,000	\$1.05	400,000	D	

Explanation of Responses:

1. Excludes a total of 68,000 shares held by trusts for children in IRA.
2. Options vest over a five year period from date of grant, contingent upon employment by Aastrom.
3. Options vest over a four year period from date of grant, contingent upon employment to Aastrom.

/s/ Alan M. Wright Power of
Attorney for R. Douglas 05/19/2005
Armstrong

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.