

CRYO CELL INTERNATIONAL INC

Form 4

March 20, 2014

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 *
PORTNOY DAVID

2. Issuer Name and Ticker or Trading Symbol
CRYO CELL INTERNATIONAL INC [CCEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 BROOKER CREEK BOULEVARD, SUITE 1800

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2014

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

(Street)
OLDSMAR, FL 34677

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 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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/04/2014		S		1,700	D	Father-in-Law (4)
Common Stock	02/04/2014		S		800	D	Father-in-Law (4)
Common Stock	02/05/2014		S		1,700	D	Father-in-Law (4)
Common Stock	02/13/2014		S		3,317	D	Father-in-Law (4)
Common Stock	02/21/2014		S		5,000	D	Father-in-Law (4)

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Common Stock	02/25/2014	S	100	D	\$ 2	25,900	I	Father-in-Law (4)
Common Stock	03/10/2014	S	2,000	D	\$ 2.11	23,900	I	Father-in-Law (4)
Common Stock	03/11/2014	S	2,000	D	\$ 2.2	21,900	I	Father-in-Law (4)
Common Stock	03/18/2014	S	4,900	D	\$ 2.2	17,000	I	Father-in-Law (4)
Common Stock						91,163	D	
Common Stock						28,746	I	By 401(k)
Common Stock						5,529	I	As Cust for Daughter
Common Stock						6,382	I	As Cust for Son
Common Stock						76,521	I	By Spouse
Common Stock						148,224	I	By Corporation (1)
Common Stock						78,176 (5)	I	By LLC (2)
Common Stock						199,080	I	By IRA
Common Stock						55,219	I	By Corporation 2 (3)

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

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 control number.

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(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 (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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins
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(Instr. 3,
4, and 5)

				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 1.72	Code V (A) (D)		12/01/2011	12/01/2021	Common Stock	200,000
Stock Options	\$ 2.9			08/31/2011	08/31/2021	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORTNOY DAVID 700 BROOKER CREEK BOULEVARD SUITE 1800 OLDSMAR, FL 34677	X		Co-CEO	

Signatures

/s/ Steven Lanter, pursuant to power of attorney

03/20/2014

__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) Shares of Common Stock held by PartnerCommunity, as to which David I. Portnoy may be deemed the beneficial owner as Chairman of the Board and Secretary and as managing member of Mayim Management, LLC, which may exercise investment and voting discretion over such shares of Common Stock in accordance with the Investment Advisory Agreement.

(2) Shares of Common Stock held by Mayim Investments Limited Partnership, as to which David I. Portnoy may be deemed the beneficial owner as the managing member and owner of Mayim Management, LLC, which is the general partner of Mayim Management Limited Partnership, which is the general partner of Mayim Investment Limited Partnership.

(3) Shares of Common Stock held by uTIPu, Inc., as to which David I. Portnoy may be deemed the beneficial owner as Chairman of the Board and Secretary.

(4) Transactions occurred in an account which was subsequently determined to possibly be attributable to David I. Portnoy. Accordingly, multiple sales in this account were matchable against various purchases (both in and out of this account) under Section 16(b) of the Securities Exchange Act of 1934, as amended. Mr. Portnoy has agreed to pay the Issuer \$4,256.61, representing the full amount of profit realized in connection with the short-swing transactions.

(5) Reflects distribution of shares as the result of a partner leaving Mayim Investments Limited Partnership, outside the control of Mr. Portnoy.

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

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