

Rabin Gary H
 Form 4
 February 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Rabin Gary H

2. Issuer Name and Ticker or Trading Symbol
 ADVANCED CELL TECHNOLOGY, INC. [ACTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 33 LOCKE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2010

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

MARLBOROUGH, MA 01752

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	01/03/2011		A		5,000,000 <u>(1)</u>	A	<u>(1)</u> 10,890,993

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

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SEC 1474
 (9-02)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy)	\$ 0.14	12/14/2010		A	5,000,000	(2)	12/14/2020	Common Stock	5,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rabin Gary H 33 LOCKE DRIVE MARLBOROUGH, MA 01752	X		CEO & CFO	

Signatures

/s/ Gary Rabin 02/08/2011
 **Signature of Date
 Reporting Person

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) Represents a restricted stock grant. The shares vest at the earlier of (1) January 1, 2012 (provided Mr. Rabin is employed by the issuer on such date), (2) the New CEO Start Date (as defined in Mr. Rabin's employment agreement), (3) the occurrence of a Change of Control (as defined in the issuer's 2005 Stock Option Plan), (4) the termination of Mr. Rabin's employment agreement by the issuer without Cause (as defined in Mr. Rabin's employment agreement), or (5) the termination of Mr. Rabin's employment agreement by Mr. Rabin for Good Reason (as defined in Mr. Rabin's employment agreement).
 - (2) Represents an incentive stock option. The options vest at the earlier to occur of (1) January 1, 2012 (provided Mr. Rabin is employed by the issuer on such date), (2) the New CEO Start Date (as defined in Mr. Rabin's employment agreement), (3) the occurrence of a Change of Control (as defined in the issuer's 2005 Stock Option Plan), (4) the termination of Mr. Rabin's employment agreement by the issuer without Cause (as defined in Mr. Rabin's employment agreement), or (5) the termination of Mr. Rabin's employment agreement by Mr. Rabin for Good Reason (as defined in Mr. Rabin's employment agreement).

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.