

Rabin Gary H
Form 4
April 15, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

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

C/O ADVANCED CELL TECHNOLOGY, INC., 33 LOCKE 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

MARLBOROUGH, MA 01752

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2011		S		250,000	D	\$ 0.1948
							17,865,964 (1) (2)
Common Stock	02/09/2011		S		250,000	D	\$ 0.1889
Common Stock	02/28/2011		S		390,993	D	\$ 0.1741
Common Stock	04/26/2011		S		733,102	D	\$ 0.1775
	05/04/2011		S		266,898	D	16,224,971

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Common Stock					\$ 0.1946		
Common Stock	08/09/2011	S	667,000	D	\$ 0.1654	15,557,971	D
Common Stock	08/10/2011	S	135,100	D	\$ 0.1624	15,422,871	D
Common Stock	08/11/2011	S	707,913	D	\$ 0.1638	14,714,958	D
Common Stock	08/12/2011	S	539,987	D	\$ 0.1698	14,174,971	D
Common Stock	10/12/2011	S	491,650	D	\$ 0.1452	13,683,321	D
Common Stock	10/13/2011	S	787,429	D	\$ 0.1418	12,895,892	D
Common Stock	10/14/2011	S	720,920	D	\$ 0.1448	12,174,972	D
Common Stock	01/23/2012	S	625,000	D	\$ 0.1752	11,549,972	D
Common Stock	05/03/2012	S	199,910	D	\$ 0.0833	11,350,062	D
Common Stock	05/07/2012	S	122,000	D	\$ 0.0805	11,228,062	D
Common Stock	05/11/2012	S	290,000	D	\$ 0.0717	10,938,062	D
Common Stock	05/14/2012	S	388,090	D	\$ 0.0685	10,549,972	D
Common Stock	05/24/2012	S	95,471	D	\$ 0.0803	10,454,501	D
Common Stock	05/25/2012	S	80,000	D	\$ 0.0805	10,374,501	D
Common Stock	05/29/2012	S	24,500	D	\$ 0.08	10,350,001	D
Common Stock	06/15/2012	S	350,000	D	\$ 0.0725	10,000,001	D
Common Stock	08/27/2012	S	1,000,000	D	\$ 0.0784	9,000,001	D
Common Stock	09/05/2012	S	608,556	D	\$ 0.0822	8,391,445	D
Common Stock	09/06/2012	S	391,444	D	\$ 0.082	8,000,001	D
	10/22/2012	S	350,000	D		7,650,001	D

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Common Stock					\$			
					0.0715			
Common Stock	10/23/2012		S	650,000	D	\$	7,000,001	D
						0.0701		
Common Stock	01/10/2013		S	1,000,000	D	\$	6,000,001	D
						0.0792	<u>(3)</u>	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rabin Gary H
C/O ADVANCED CELL TECHNOLOGY, INC.
33 LOCKE DRIVE
MARLBOROUGH, MA 01752

X

CEO & CFO

Signatures

/s/ Gary Rabin

04/15/2013

**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).

This Form 4 reports sales of shares of common stock transacted by the reporting person that were not timely reported by the reporting person. The reporting person reported intervening transactions of common stock on Form 4s that are not reported on this Form 4. In

(1) accordance with guidance, column no. 5 of this report (Amount of Securities Beneficially Owned Following Reported Transaction(s)) should reconcile with the reporting person's most recently filed Section 16 report, rather than reflect the number of shares actually owned by the reporting person following each transaction.

However, due to the inadvertant misreporting of the number of shares beneficially owned by the reporting person in a report filed on May 24, 2011 (which error in turn carried through to each subsequent Form 4 filed by the reporting person), the number of shares beneficially owned by the reporting person as reflected in the first row of Table I of this report is increased by 3,853,563 compared to the reporting person's most recently filed Form 4 to adjust for the inadvertant misreporting of the amount of shares beneficially held in past Form 4s.

(2) As of January 10, 2013 and the date of filing of this Form 4, the reporting person owns 6,000,001 shares of the issuer's common stock. As of the date of filing of this Form 4, 4,000,000 of such shares of common stock held by the reporting person remain subject to a right of repurchase as described in the reporting person's Form 4 filed on August 25, 2011.

(3) 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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