

CRYO CELL INTERNATIONAL INC

Form 4

November 14, 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 *
Gaines George

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 BLVD.,
SUITE 1800

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2014

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/12/2014		P		300 A \$ 2.89	1,020,300	I By IRA
Common Stock	11/12/2014		P		1,450 A \$ 3.1	1,021,750	I By IRA
Common Stock	11/12/2014		P		1,200 A \$ 3	1,022,950	I By IRA
Common Stock	11/12/2014		P		2,000 A \$ 2.96	1,024,950	I By IRA
Common Stock	11/13/2014		P		1,550 A \$ 2.85	1,026,500	I By IRA

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Common Stock	11/13/2014	P	2,000	A	\$ 2.95	1,028,500	I	By IRA
Common Stock	11/14/2014	P	100	A	\$ 3.19	1,028,600	I	By IRA
Common Stock	11/14/2014	P	1,000	A	\$ 3.11	1,029,600	I	By IRA
Common Stock	11/14/2014	P	100	A	\$ 3.1	1,029,700	I	By IRA
Common Stock	11/14/2014	P	300	A	\$ 3.2	1,030,000	I	By IRA

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. Amount or Number of Shares
Stock Options	\$ 2.8					08/30/2011 08/30/2021	Common Stock	20,000 ⁽¹⁾
Stock Options	\$ 2.04					07/10/2012 ⁽²⁾ 07/10/2022	Common Stock	7,500
Stock Options	\$ 1.95					07/19/2013 ⁽³⁾ 07/19/2023	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Gaines George
700 BROOKER CREEK BLVD., SUITE 1800
OLDSMAR, FL 34677

Signatures

George Gaines 11/14/2014

 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) Stock options vest at a rate of 1/3 per year commencing on August 30, 2011.
 - (2) Stock options vest at a rate of 1/12 per month commencing on July 10, 2012.
 - (3) Stock options vest at a rate of 1/3 per month commencing on July 19, 2013.

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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