

PORTNOY DAVID

Form 4

October 19, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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 BLVD.,
SUITE 1800

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Co-Chief Executive Officer

(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)
Common Stock	10/17/2012		P	6,000 A	\$ 2.3 141,378	I	By Corporation (1)
Common Stock					20,893	D	
Common Stock					199,080	I	By IRA
Common Stock					199,738	I	By LLC (2)
					51,678	I	By Spouse

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Common
Stock

Common Stock	4,854	I	As Cust for Son
Common Stock	4,000	I	As Cust for Daughter
Common Stock	55,219	I	By Corporation 2 <u>(3)</u>

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

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

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
PORTNOY DAVID 700 BROOKER CREEK BLVD., SUITE 1800 OLDSMAR, FL 34677	X		Co-Chief Executive Officer	

Signatures

/s/ David I.

10/19/2012

Portnoy

 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.

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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