

KINGSLEY ALFRED D
 Form 4
 July 31, 2012

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 *
KINGSLEY ALFRED D

2. Issuer Name and Ticker or Trading Symbol
BIOTIME INC [BTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 150 E. 57TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/30/2012

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

NEW YORK, NY 10022

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares, no par value | 07/30/2012 | | J ⁽¹⁾ | | 140,000 | D | \$ 4.7661 ⁽²⁾ |
| Common Shares, no par value | | | | | 1,968,505 | I | |
| Common Shares, no par value | | | | | 490,373 | I | |

By Greenbelt Corp.
 By Greenway Partners, LP

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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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Shares | \$ 4.6 | | | | | <u>(4)</u> | 06/30/2017 | Common Shares | 50,000 |
| Option to Purchase Common Shares | \$ 5.13 | | | | | <u>(5)</u> | 06/30/2016 | Common Shares | 50,000 |
| Option to Purchase Common Shares | \$ 5.45 | | | | | <u>(6)</u> | 08/09/2015 | Common Shares | 50,000 |
| Option to Purchase Common Shares | \$ 2.3 | | | | | <u>(7)</u> | 07/01/2014 | Common Shares | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| KINGSLEY ALFRED D 150 E. 57TH STREET NEW YORK, NY 10022 | X | X | See Remarks | |

Signatures

/s/ Alfred D.
Kingsley

07/31/2012

__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) On July 30, 2012, Mr. Kingsley transferred 140,000 BioTime common shares to BioTime's subsidiary LifeMap, Inc. in exchange for shares of LifeMap common stock under the terms of a Share Exchange and Contribution Agreement (the "LifeMap Agreement").
 - (2) Price determined under the LifeMap Agreement as the highest volume weighted average closing price per share on the NYSE MKT for ten consecutive trading days during the period from July 1, 2012 through July 31, 2012.
 - (3) Does not include shares that Mr. Kingsley may acquire through the exercise of certain options.
 - (4) 12,500 options will become exercisable on September 30, 2012; December 31, 2012; March 31, 2013; and June 30, 2013 based upon continued service on the board of directors.
 - (5) 12,500 options became exercisable on September 30, 2011; December 31, 2011; March 31, 2012; and June 30, 2012.
 - (6) 12,500 options became exercisable on September 30, 2010; December 31, 2010; March 31, 2011; and June 30, 2011.
 - (7) 12,500 options became exercisable on September 30, 2009; December 31, 2009; March 31, 2010; and June 30, 2010.

Remarks:

Mr. Kingsley is Executive Chairman of certain BioTime subsidiaries.

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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