

CRYO CELL INTERNATIONAL INC
 Form 4
 July 13, 2015

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 *
 Wheeler Jonathan H.

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)
 07/09/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 35,000 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options | \$ 2.8 | | | | | 08/30/2011 08/30/2021 | Common Stock 20,000 |
| Common Stock | \$ 2.04 | | | | | 07/10/2012 ⁽²⁾ 07/10/2022 | Common Stock 7,500 |
| Common Stock | \$ 1.95 | | | | | 07/19/2013 ⁽³⁾ 07/19/2023 | Common Stock 7,500 |
| Common Stock | \$ 2.4 | 07/22/2014 | | A | 7,500 | 07/22/2014 ⁽⁴⁾ 07/22/2024 | Common Stock 7,500 |
| Common Stock | \$ 3.08 | 07/09/2015 | | A | 7,500 | 07/09/2015 ⁽⁵⁾ 07/09/2025 | Common Stock 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wheeler Jonathan H. 700 BROOKER CREEK BLVD., SUITE 1800 OLDSMAR, FL 34677 | X | | | |

Signatures

/s/ Jonathan Wheeler 07/13/2015

**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 year commencing on July 19, 2013.
- (4) Stock options vest at a rate of 1/12 per month commencing on July 22, 2014.
- (5) Stock options vest at a rate of 1/12 per month commencing on July 9, 2015.

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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