

FORM 4

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

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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|---|---------|----------|--|--|--|---|--|--|
| 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Co-CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2014 | | | | | |
| 700 BROOKER CREEK BOULEVARD, SUITE 1800 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (Street) OLDSMAR, FL 34677 | | | | | | | | |
| (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 Stock | 02/04/2014 | | S | | 1,700 | D | \$ 1.95 | 36,817 | I | Father-in-Law (4) |
| Common Stock | 02/04/2014 | | S | | 800 | D | \$ 1.99 | 36,017 | I | Father-in-Law (4) |
| Common Stock | 02/05/2014 | | S | | 1,700 | D | \$ 1.95 | 34,317 | I | Father-in-Law (4) |
| Common Stock | 02/13/2014 | | S | | 3,317 | D | \$ 2.08 | 31,000 | I | Father-in-Law (4) |
| Common Stock | 02/21/2014 | | S | | 5,000 | D | \$ 2.1 | 26,000 | I | Father-in-Law (4) |
| Common Stock | 02/25/2014 | | S | | 100 | D | \$ 2 | 25,900 | I | Father-in-Law (4) |
| Common Stock | 03/10/2014 | | S | | 2,000 | D | \$ 2.11 | 23,900 | I | Father-in-Law (4) |
| Common Stock | 03/11/2014 | | S | | 2,000 | D | \$ 2.2 | 21,900 | I | Father-in-Law (4) |
| Common Stock | 03/18/2014 | | S | | 4,900 | D | \$ 2.2 | 17,000 | I | Father-in-Law (4) |
| Common Stock | | | | | | | | 91,163 | D | |
| Common Stock | | | | | | | | 28,746 | I | By 401(k) |
| Common Stock | | | | | | | | 5,529 | I | As Cust for Daughter |
| Common Stock | | | | | | | | 6,382 | I | As Cust for Son |
| Common Stock | | | | | | | | 76,521 | I | By Spouse |
| Common Stock | | | | | | | | 148,224 | I | By Corporation (1) |
| Common Stock | | | | | | | | 78,176 (5) | I | By LLC (2) |
| Common Stock | | | | | | | | 199,080 | I | By IRA |
| Common Stock | | | | | | | | 55,219 | I | By Corporation (3) |

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options | \$ 1.72 | | | | | | | 12/01/2011 | 12/01/2021 | Common Stock | 200,000 | | 200,000 | D | |
| Stock Options | \$ 2.9 | | | | | | | 08/31/2011 | 08/31/2021 | Common Stock | 100,000 | | 100,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PORTNOY DAVID 700 BROOKER CREEK BOULEVARD SUITE 1800 OLDSMAR, FL 34677 | X | | Co-CEO | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Steven Lanter, pursuant to power of attorney | | 03/20/2014 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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.
Transactions occurred in an account which was subsequently determined to possibly be attributable to David I. Portnoy. Accordingly, multiple sales in this account were matchable against
- (4) various purchases (both in and out of this account) under Section 16(b) of the Securities Exchange Act of 1934, as amended. Mr. Portnoy has agreed to pay the Issuer \$4,256.61, representing the full amount of profit realized in connection with the short-swing transactions.
- (5) Reflects distribution of shares as the result of a partner leaving Mayim Investments Limited Partnership, outside the control of Mr. Portnoy.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.