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 or Section 30(h) of the Investment Company Act of 1940

					3.7		I Ticker o						0.5			
I. Name and Address of Reporting Person * SHETH JAGDISH N			2. Issuer Name and Ticker or Trading Symbol CRYO CELL INTERNATIONAL INC [CCEL]					at 1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner							
(Last) (First) (Middle) 3165 MCMULLEN BOOTH ROAD, BLDG. B			3. Date of Earliest Transaction (Month/Day/Year) 04/28/2004					=	Officer (give	e title below)	Othe	r (specify belo	ow)			
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
CLEARWATER, FL 33761										To this fined by two cutain one reporting Leason						
(Cit	ty)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					d							
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year	Execut any	•	Date, if	(Instr. 8		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D) O	Owned Following Reported Transaction(s)		ed (6. Ownership Form:	7. Nature of Indirect Beneficial	
				(Monti	n/Da	y/Year)	Code	V	Amount	(A) or (D)	Price	Instr. 3 and 4)	B and 4) Direction or I:		Direct (D) or Indirect I) Instr. 4)	Ownership (Instr. 4)
Commor	n Stock		04/28/2004				P		3,300	A	\$ 0.75 3	,300		I)	
Common	n Stock		04/28/2004				P		4,000	A	\$ 0.78 7	,300		I)	
Common Stock 04/28/2004				Р	1	2,700 A	A	\$ 0.8 1	0,000	8 10,000)				
		separate line for each		beneficia	ılly o	owned d		indirectl Perso	y. ns who form a	re not r	equired t	to respond	unless the	tion contain	ed SEC	1474 (9-02)
		separate line for eacl		· Derivat	tive S	Securiti	irectly or	indirectl Persol in this displa	y. ns who form a ys a cu	re not r rrently or Bene	equired to valid OM eficially O	to respond IB control n	unless the	tion contain	ed SEC	1474 (9-02)
Reminder:	Report on a s	3. Transaction	a class of securities	Derivat (e.g., pu 4. Transac Code	tive S	Securiti alls, wa	es Acquirrants, o 6. Exp (Mottive ties red seed 3,	indirectl Persol in this displa	y. ns who form a ys a cu osed of, onvertib cisable a ate	re not rerently or Beneal	equired to valid OM eficially Officially Off	to respond IB control n Owned and Amount clying	unless the number.	tion contain	f 10. Owners Form of Derivati Security Direct (l or Indire	11. Natu of Indir Benefic Owners (Instr. 4
Reminder: 1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transac Code	tive S	Securiti alls, wa 5. Numb of Deriva Securi Acquin (A) or Dispos of (D) (Instr. 4, and	es Acquirrants, o Exp (Mo titive ties red 3, 5) Date	indirectl Persol in this displa red, Disp ptions, c ate Exer iration D nth/Day,	y. ns who form a ys a cu osed of, onvertib cisable a ate	re not r rrently or Bend ole secur nd	equired to valid OM eficially Oities) 7. Title an of Underly Securities	to respond IB control n Owned and Amount clying	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	f 10. Owners! Form of Derivati Security Direct (I or Indirect)	11. Natu of Indir Benefic Owners (Instr. 4
Reminder: 1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, if	- Derivat (e.g., pu 4. Transac Code (Instr. 8	etion (8)	Securiti alls, wa 5. Numb of Deriva Securi Acquin (A) or Dispos of (D) (Instr. 4, and	es Acquirrants, o er Comparison of the compariso	indirectl Person in this displa red, Displations, c ate Exer iration D nth/Day,	y. ns who form a ys a cu oosed of, onvertib cisable a ate Year) Expire Date	or Beneble secur	equired to valid OM ricially O ities) 7. Title an of Under Securities (Instr. 3 a	Amount or Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	f 10. Owners! Form of Derivati Security Direct (I or Indirect)	11. Natu of Indir Benefic Owners (Instr. 4

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
SHETH JAGDISH N 3165 MCMULLEN BOOTH ROAD BLDG. B CLEARWATER, FL 33761	X				

Signatures

Dr. Jagdish Sheth	04/28/2004

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) 50% vest immediated, 25% vest on 8/22/04, 25% on 8/22/05.

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.