# FORM 4

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

OMB APPR	OVAL
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hours per response	0.5

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

(Print or Ty	pe response															
1. Name and Address of Reporting Person * SHETH JAGDISH N				2. Issuer Name and Ticker or Trading Symbol CRYO CELL INTERNATIONAL INC [CCEL]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director 10% Owner Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 3165 MCMULLEN BOOTH ROAD, BLDG. B				3. Date of Earliest Transaction (Month/Day/Year) 05/12/2004												
(Street) CLEARWATER, FL 33761				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				
(Cit	y)	(State)	(Zip)	Table I - Non-Derivative Securities Acqu				s Acqui	uired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year			Í	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		ed	6. Ownership Form: Direct (D)	Beneficial	
				(Month	і/Day/	i cai)	Code	V	Amount	(A) or (D)	Price	or Inc (I)		or Indirect	Ownership (Instr. 4)	
Common	Stock		05/12/2004				P		5,000	A	\$ 0.7	15,000			D	
Common	Stock		05/12/2004				P		2,500	A	\$ 0.7	17,500			D	
Common	Stock		05/12/2004				P		2,500	A	\$ 0.71	20,000			D	
Reminder:	Report on a s	separate line for each	class of securities	beneficia	lly ow	ned di		Perso in this	ns who form a	re not r	equired	e collection I to respond MB control i	unless the		ned SEC	1474 (9-02)
Reminder:	Report on a s	separate line for each		· Derivati	ive Sec	curitio	es Acquire	Perso in this displa	ns who form an ys a cun posed of,	re not rerently or Bene	equired valid O	I to respond MB control :	unless the		ned SEC	1474 (9-02)
Reminder:  1. Title of Derivative Security (Instr. 3)		3. Transaction Date	Table II -  3A. Deemed Execution Date, if	Derivati (e.g., pu 4. Transac Code	ive Sects, call  5 tion N 0 0 1 S 4 ((	curitions, was	es Acquirrrants, op 6. Da er Expir (Mon tive ties ed ed 3,	Perso in this displa d, Dis tions, o te Exer ation I	ns who a form and a cumposed of, convertible acceptable	re not rerently or Beneal	eficially rities) 7. Title of Undo Securit	I to respond MB control of Owned and Amount erlying	unless the number.		of 10. Owners Form of Derivat Security Direct ( or Indir	11. Nature of Indire Benefic: Owners! (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, if any	Derivati (e.g., pu 4. Transac Code	ive Seets, call	curition is curition in the curition is curition in the curit in the curit in the curition is curition in the curities in the	es Acquire rrants, op 6. Da Expiri (Mon tive lies red ed 3, 5)	Perso in this displa d, Dis tions, o te Exer ation I	ns who is form an anys a cum  posed of, convertibuted and a cum  and a cum  convertibuted and a cum  and a cum	re not r rrently or Bend ole secur nd	eficially rities) 7. Title of Undo Securit	I to respond MB control of Owned  and Amount erlying ies	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	of 10. Owners Form or Derivat Security Direct ( or Indir (s) (I)	11. Nature of Indire Benefic: Owners! (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, if any	Derivati (e.g., pu 4. Transac Code (Instr. 8	ive Seets, call	curities, wa is. Number of Deriva Securit Acquir (A) or Oispos of (D) Instr. 1, and	es Acquire rrants, op 6. Da Expir (Mon tive ties ed ed 3, 5)	Perso in this displa d, Dis tions, o te Exer ation I tth/Day	ns who s form an anys a cur posed of, convertible and the cisable and the cisa	re not r rrently or Bend ole secur nd	equirectically ities) 7. Title of Unda Securit (Instr. 3	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	of 10. Owners Form or Derivat Security Direct ( or Indir (s) (I)	11. Nature of Indire 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**

Jagdish Sheth, PhD	05/12/2004
**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 immediately, 25% vest on 08/22/04, 25% on 08/22/05.

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.