FORM 4

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

OMB APPRO	VAL
OMB Number:	3235-0287
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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

	pe Response	3)													
1. Name and Address of Reporting Person * GOUBRAN GABY W				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				
(Last) (First) (Middle) 700 BROOKER CREEK BLVD., SUITE 1800				3. Date of Earliest Transaction (Month/Day/Year) 07/27/2005							Officer	(give title below)	Othe	r (specify belo	w)
OLDSMAR, FL 34677				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(Cit	y)	(State)	(Zip)	Table I - Non-Derivative Securities Acqu				ties Acquir	red, Dispo	sed of, or Ben	eficially Own	d			
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year		Date	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		()	Beneficially Owned Following Reported Transaction(s)		lowing	Ownership Form:	7. Nature of Indirect Beneficial	
				(IVIOIIII/I	Jay/ 1 ear)	Co	de V	Amount	(A) or (D)	Price	or I (I)		r Indirect)	
Commor	Stock		07/25/2005			S		1,255	A	\$ 3,589.3	11,255		1)	
Commor	Stock		07/25/2005			S		745	A	\$ 2,123.25	12,000])	
Reminder:	Report on a s	separate line for each	ch class of securities	beneficia	lly owned	direct	Pers	sons wh	n are not	t required	l to respo	on of informand unless the		ed SEC	1474 (9-02)
Reminder:	Report on a s	separate line for each	th class of securities	beneficia	lly owned	direct	Pers	sons wh						ed SEC	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion	3. Transaction	Table II 3A. Deemed Execution Date, if	- Derivati (e.g., pu 4. Transac Code	ive Secur ts, calls, v 5. tion Num of Deri Secur Acq	ities Avarran	Pers in the disp	sons who is form olays a coveres converted to the convert	of, or Be	t required y valid OM neficially (urities)	Owned and Amou erlying ies	nd unless the number.	9. Number o Derivative Securities Beneficially Owned Following Reported	Tool Owners Form of Derivati Security Direct (or Indire	11. Naturof Indire Benefici Ownersk (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II 3A. Deemed Execution Date, if	- Derivati (e.g., pu 4. Transac Code	ive Secur ts, calls, v 5. Stion of Of Oberi Secu Acq (A) Disp of (I (Inst	nber vative urities uired or oosed O)	Persin the dispose cquired, Date Expiration	sons who is form olays a coveres converted to the convert	of, or Be	required y valid ON eneficially (urities) 7. Title of Unde Securiti	Owned and Amou erlying ies	nd unless the land number. 8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned Following	Tool Owners Form of Derivati Security Direct (or Indire	11. Nature of Indires Benefici ve (Instr. 4)
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1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II 3A. Deemed Execution Date, if	- Derivati (e.g., pu 4. Transac Code) (Instr. 8	tive Securits, calls, v 5. Num of) Deri Securits Acq (A) Disp of (I (Inst) 4, ar	vative variant	Persin the dispersion of the control	sons whis formula form	n are not currently of, or Be etible second of the currently of the curren	required y valid ON eneficially (urities) 7. Title of Unde Securiti (Instr. 3	Amoo or Numi of Share	nd unless the plant of number. 8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(Owners Form of Derivati Security Direct (or Indirect)	11. Nature of Indires Benefici ve (Instr. 4)

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
GOUBRAN GABY W 700 BROOKER CREEK BLVD. SUITE 1800 OLDSMAR, FL 34677	X					

Signatures

Gaby Goubran	07/27/2005
**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% on date of grant, 25% one-year from date of grant, 25% two years from date of grant

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.