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

es)														
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)X_ Director 10% Owner				
(Last) (First) (Middle) 700 BROOKER CREEK BLVD., SUITE 1800				3. Date of Earliest Transaction (Month/Day/Year) 08/21/2012						X Officer (give title below) Other (specify below) Co-Chief Executive Officer				
(Street) 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 Person Form filed by More than One Reporting Person				
(State)	(Zip)	Table I - Non-Derivative Securities Acquired. Disposed of, or Beneficial								cially O	wned			
	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Transact Execution Date, if Code		(A) or Disposed of (D) (Instr. 3, 4 and 5) T			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		icially	Ownership Form: Ben Direct (D) or Indirect (Ins		Beneficial Ownership		
			Code	V	Amount	(A) or (D)	Price							
	08/21/2012		P		6,677	A	\$ 2.2	129,475			I	By Corpo	oration	
	08/22/2012		Р		800	A	\$ 2.2	130,275			I	By Corpo	Corporation	
	08/23/2012		Р		1,500	A	\$ 2.2	131,775			I	By Corpo	oration	
	08/23/2012		P		3	A	\$ 2.16	131,778			I	By Corpo	oration	
								199,080			I	By IF	RA	
								18,100			D			
								199,738			I	By L	LC (2)	
								51,678			I	By S ₁		
								4,854			I	As Co Son	ust for	
								4,000			I	As Co Daug	ust for hter	
								55,219			I	By Corpo	Corporation	
separate line for eac	h class of securities	beneficially owned	directly o	Per in t	sons wh	are not	t requi	red to respond	unless the f		tained	SEC 147	74 (9-02)	
	Table II													
3. Transaction Date (Month/Day/Year)	any	4. 5. Transaction Code of (Instr. 8) Deri Secu Acqu (A) of Disp of (I (Instr. 8) Code (Instr. 8) Original Code (Instr. 8)	osed other osed	Date Expiration	kercisable n Date		7. Tit of Ur Secur	tle and Amount nderlying rities r. 3 and 4)	Derivative Security (Instr. 5)	Derivati Securitie Benefici Owned Followin Reported Transact	ve ces Fially Song Contion(s)	Ownership form of Derivative ecurity: Direct (D) r Indirect	Beneficia	
	of Reporting Person D (First) REEK BLVD., S (Street) 4677 (State) separate line for eac	of Reporting Person* D (First) (Middle) REEK BLVD., SUITE 1800 (Street) 4677 (State) (Zip) 2. Transaction Date (Month/Day/Year) 08/21/2012 08/23/2012 08/23/2012 08/23/2012 separate line for each class of securities Table II	of Reporting Person* Description of Reporting Person* (First) (REEK BLVD., SUITE 1800 (Street) 4. If Amendment, 4677 (State) 2. Transaction Date (Month/Day/Year) 08/21/2012 08/22/2012 08/23/2012 08/23/2012 08/23/2012 3. Date of Earliest 08/21/2012 2. Transaction Date (Month/Day/Year) 08/21/2012 08/23/2012 08/23/2012 separate line for each class of securities beneficially owned Execution Date, if any (e.g., puts, calls, value) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Code (Instr. 8) Original Fransaction of Code (Instr. 8)	Code Code	Table II - Derivative Securities separate line for each class of securities beneficially owned directly or indirection of Control of	2. Issuer Name and Ticker or Trading Symbol CRYO CELL INTERNATIONAL INTE	Care Care	Cryo Cell Internation Cryo	Second Care Care	Common	Reporting Person Direct CRYO CELL INTERNATIONAL INC [CCEL] S. Rationship of Reporting Person (Check all apple Check all apple	2.	Reporting Person Discount CRYO CELL INTERNATION LINC CCEL CRYO CELL INTERNATION LINC CCEL CREA anginism Micro Micro	

Expiration

Date

Title

Date

Exercisable

or Number

of Shares

Stock Option	\$ 1.72				12/01/2011	12/01/2021	Common Stock	200,000	200,000	D	
Stock Option	\$ 2.9				08/31/2011	08/31/2021	Common Stock	100,000	300,000	D	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
PORTNOY DAVID 700 BROOKER CREEK BLVD., SUITE 1800 OLDSMAR, FL 34677	X		Co-Chief Executive Officer				

Signatures

/s/ David I. Portnloy	08/23/2012
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) 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.

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.