

# 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)

1. Name and Address of Reporting Person* <b>Gaines George</b>		2. Issuer Name and Ticker or Trading Symbol <b>CRYO CELL INTERNATIONAL INC [CCEL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/02/2014</b>		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
700 BROOKER CREEK BLVD., SUITE 1800			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) <b>OLDSMAR, FL 34677</b>					
(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	05/02/2014		P		5,000	A	\$ 2.2	905,000	I	By IRA
Common Stock	05/05/2014		P		300	A	\$ 2.4	905,300	I	By IRA
Common Stock	05/05/2014		P		4,800	A	\$ 2.39	910,100	I	By IRA
Common Stock	05/05/2014		P		5,400	A	\$ 2.35	915,500	I	By IRA
Common Stock	05/05/2014		P		2,500	A	\$ 2.28	918,000	I	By IRA
Common Stock	05/05/2014		P		2,500	A	\$ 2.25	920,500	I	By IRA
Common Stock	05/05/2014		P		3,500	A	\$ 2.22	924,000	I	By IRA
Common Stock	05/05/2014		P		2,500	A	\$ 2.39	926,500	I	By IRA
Common Stock	05/05/2014		P		11,500	A	\$ 2.3	938,000	I	By IRA
Common Stock	05/05/2014		P		1,000	A	\$ 2.28	939,000	I	By IRA
Common Stock	05/05/2014		P		7,000	A	\$ 2.24	946,000	I	By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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		Date Exercisable	Expiration Date					
Stock Options	\$ 2.8						08/30/2011	08/30/2021	Common Stock	20,000 (1)		D	
Stock Options	\$ 2.04						07/10/2012 (2)	07/10/2022	Common Stock		7,500	D	

Stock Options	\$ 1.95						07/19/2013 <sup>(3)</sup>	07/19/2023	Common Stock	7,500		7,500	D
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## Reporting Owners

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

## Signatures

George Gaines		05/05/2014
<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) Stock options vest at a rate of 1/3 per year commencing on August 30, 2011.
  - (2) Stock options vest at a rate of 1/12 per month commencing on July 10, 2012.
  - (3) Stock options vest at a rate of 1/3 per month commencing on July 19, 2013.

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.