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

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5. Relationship of Reporting Person(s) to Issuer

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

Portnoy Mark L.				CRYO CELL INTERNATIONAL INC [CCEL]							(Check all applicable) _X_ Director10% Owner						
700 BROOKER CREEK BLVD., ST. 1800				3. Date of Earliest Transaction (Month/Day/Year) 01/08/2016							X Officer (give title below) Other (specify below) Co-Chief Executive Officer						
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	(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu							uired, Disposed of, or Beneficially Owned					
1.Title of S (Instr. 3)	Title of Security 2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, i any (Month/Day/Year		(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)			eficially	6. Owne Form: Direct	ership Ind : Ber	7. Nature of Indirect Beneficial Ownership	
				(11011111 2 4)/ 1 011		Code V		Amount	(A) or (D)		(and)				or Ind (I) (Instr.	direct (Ins	(Instr. 4)
Common	n Stock		01/08/2016			A	1	102,663 (2)	A	\$ 0	356,31	19			D		
Common	n Stock										120,02	29			Ι	by pai (1)	tnership
	C ₄ 1										18,055	5			I	by	401K
Common		separate line for each	h class of securities	beneficial	lly owned	directl	y or indirec	etly.									
		separate line for eac		- Derivat	tive Secu	rities A	Persin the disp	sons who	re not rrently or Ben	required valid One of the contract of the cont	ed to res OMB co	spond ontrol n	f informat unless the umber.		ained	I SEC 1	474 (9-02)
	Report on a s	3. Transaction Date	Table II 3A. Deemed Execution Date, if	- Derivat (e.g., pu 4. Transact Code	tive Securits, calls, 5. tion Num of Deri Securits, calls, Acq (A)	rities A warrar nber vative urities uired or oosed O) r. 3,	Pers in th disp cquired, D	sons who nis form and alays a cunding a cunding isposed of, convertibusercisable and Date	re not rrently or Ben de secu	required valid Oneficially rities) 7. Title of Under Securities	ed to resonant of the control of the	spond (ontrol no d	unless the	form 9. Numb	per of ve es ially ing d tion(s)	10. Ownersh Form of Derivativ Security: Direct (D or Indirect	11. Natur of Indirec Beneficia e Ownershi (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 any	- Derivat (e.g., pu 4. Transact Code	tive Securits, calls, 5. Num of Operior Security Acq (A) Disgregation (Institute)	vative arities or cosed or cosed or cosed of cos	Persin the dispersion of the control	isposed of, convertibercisable an Date y/Year)	re not rrently or Ben de secu	required valid Oneficially rities) 7. Title of Under Securities	ed to respond to respo	mount	8. Price of Derivative Security	9. Numb Derivativ Securitie Benefici Owned Followir Reportec Transact	per of ve es ially ing d tion(s)	10. Ownersh Form of Derivativ Security: Direct (D or Indirect (I)	11. Natur of Indirec Beneficia e Ownershi (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 any	- Derivat (e.g., pu 4, Transact Code (Instr. 8)	tive Securits, calls, tion S. Nun of) Deri Sect Acq (A) Disp of (I (Ins) 4, an	vative arities or cosed or cosed or cosed of cos	Persin the dispersion of the late of the l	isposed of, convertible and Date by/Year) Expirate Date	or Benole secu	required valid O reficially rities) 7. Title of Unde Securiti (Instr. 3	Amor Number	mount mount mount mount mount	8. Price of Derivative Security	9. Numb Derivativ Securitie Benefici Owned Followir Reportec Transact	peer of veeses alally mg d dition(s)	10. Ownersh Form of Derivativ Security: Direct (D or Indirect (I)	11. Natur of Indirec Beneficia e Ownershi (Instr. 4)

Other

Relationships

Co-Chief Executive Officer

Officer

10%

Owner

Director

X

Signatures

Portnoy Mark L.

OLDSMAR, FL 34677

ST. 1800

Reporting Owners

Reporting Owner Name / Address

700 BROOKER CREEK BLVD.

/s/ Mark Portnoy	02/02/2016
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 Capital Asset Fund #1 Limited Partnership, as to which Mark L. Portnoy may be deemed the beneficial owner as its general partner.
- (2) Shares of restricted stock awarded for 2015 performance pursuant to employment agreement executed February 25,2014.

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.