

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Type Responses)

1. Name and Address of Reporting Person * <b>Wheeler Jonathan H.</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) 11/21/2019		
700 BROOKER CREEK BLVD., SUITE 1800					
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
OLDSMAR, FL 34677					
(City) (State) (Zip)			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		

**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								65,000	D	

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

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**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock	\$ 2.04							07/10/2012 <sup>(1)</sup>	07/10/2022	Common Stock	7,500	7,500	D		
Common Stock	\$ 1.95							07/19/2013 <sup>(2)</sup>	07/19/2023	Common Stock	7,500	7,500	D		
Common Stock	\$ 2.4							07/22/2014 <sup>(3)</sup>	07/22/2024	Common Stock	7,500	7,500	D		
Common Stock	\$ 3.08							07/09/2015 <sup>(4)</sup>	07/09/2025	Common Stock	7,500	7,500	D		
Stock Option	\$ 7.53							08/30/2019 <sup>(5)</sup>	08/30/2029	Common Stock	7,500	7,500	D		
Stock Option	\$ 3.5	11/21/2019		J <sup>(6)</sup>		7,500		07/06/2016	07/06/2026	Common Stock	7,500	\$ 3.5	0	D	
Stock Option	\$ 7	11/21/2019		J <sup>(6)</sup>		7,500		07/18/2017	07/18/2027	Common Stock	7,500	\$ 7	0	D	
Stock Option	\$ 7.74	11/25/2019		A		5,300		11/25/2019 <sup>(7)</sup>	11/25/2026	Common Stock	5,300	\$ 7.74	5,300	D	

## Reporting Owners

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

## Signatures

/s/ Jonathan Wheeler	12/12/2019
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) Stock options vest at a rate of 1/12 per month commencing on July 10, 2012.
- (2) Stock options vest at a rate of 1/12 per month commencing on July 19, 2013.
- (3) Stock options vest at a rate of 1/12 per month commencing on July 22, 2014.
- (4) Stock options vest at a rate of 1/12 per month commencing on July 9, 2015.
- (5) Stock options vest at a rate of 1/12 per month commencing on August 30, 2019.
- (6) Stock options surrendered as a result of the ratification of stock issuances and equity awards at the Company's Annual Meeting of Shareholders on November 21, 2019.
- (7) Stock options vest at a rate of 1/12 per month commencing on November 25, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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