## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
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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

1 37																		
I. Name and Address of Reporting Person * Portnoy Mark L.			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) 07/22/2013						X_Officer (give title below) Other (specify below)  Co-Chief Executive Officer									
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person									
OLDSMAR, FL 34677 (City) (State) (Zip)			Table I - Non-Derivative Securities Acqu					uired. Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye		Date	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Ti Code (Inst	ransactio e	n 4. S	4. Securities Acqu (A) or Disposed or (Instr. 3, 4 and 5)		uired of (D)	5. Am Owne Transa	5. Amount of Securities Beneficially Dwned Following Reported Fransaction(s) Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I)	rship Indir Bene (D) Own	ficial ership		
						C	ode	V Am	nount	(D)	Price					(Instr.	4)	
Common Stock			07/22/2013				Р	2,8	372	A	\$ 1.95	12,32	27	7 I		By 4	401K	
Commor	Stock		07/23/2013				P	12	8	A	\$ 1.95	12,45	55			I	By	401K
Common	Stock											103,	115			D		
Common	Common Stock																Ву	
	Stock											130,0	029			Ι	Part (1)	nership
Commor Reminder:	Report on a s		h class of securities b	· Derivat (e.g., pu	ive Secu	rities A	P ir d cquired nts, opti	ersons this f isplays , Dispo	orm as a cu sed of nvertil	are not urrently f, or Ber ble secu	nd to t require valid neficiall prities)	the co ed to OMB	ellection of respond of control n		form		(1) SEC 14	74 (9-02)
Commor	Report on a s	3. Transaction Date	Table II -  3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transact Code	ive Secu its, calls, 5. Nui of ) Der Sec Acc (A) Dis; of ((Ins	rities A warra nber ivative urities uired or posed	P ir d Acquired	ersons this f isplays , Dispo ons, con Exercise on Date	s a cu sed of nvertil sable an	are not urrently f, or Ber ble secu	nd to t require valid neficiall rities) 7. Titl of Und Securi	the co ed to OMB	ellection of responding control named	unless the	form  9. Numb	per of ve es ally ng d tion(s)	SEC 14  10. Ownership Form of Derivative Security: Direct (D) or Indirect	74 (9-02)  11. Natur of Indire Beneficia Ownersh (Instr. 4)
Commor  Reminder:  1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transact Code	ive Secu its, calls, 5. Nui of ) Der Sec Acc (A) Dis; of ((Ins	nber ivative urities uired or boosed D) tr. 3, and 5)	Cquired nts, option	ersons this f isplays , Dispo ons, cor Exercis on Date 'Day/Ye	s a cu sed of nvertil sable an	are not urrently f, or Ber ble secu nd	nd to t require valid neficiall nrities) 7. Titl of Und Securi	he co ed to OMB ly Own e and derlyin ities 3 and	ellection of responding control named	8. Price of Derivative Security	9. Numb Derivati Securitie Benefici Owned Followir Reported Transact	per of ve es ally ng d tion(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	74 (9-02)  11. Natur of Indire Beneficia Ownersh (Instr. 4)
Commor  Reminder:  1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, if	Derivat (e.g., pu 4. Transaci Code (Instr. 8)	tive Secutes, calls, stion of Der Sec Acc (A) Dis of ( (Ins 4, a	nber ivative urities uired or boosed D) tr. 3, and 5)	Acquired onts, option of the control	ersons this f isplay: , Dispo ons, cou Exercis on Data (Day/Y)	essed of onvertill as able as e e eear)	are not urrently f, or Ber ble secu nd	nd to t require valid ( neficiall rities) 7. Titl of Und Securi (Instr.	the coed to OMB by Own the and a derlying titism it is a small and a month of the coefficients and a month of the coefficients and a month of the coefficients are a month of the coefficients and a month of the coefficients are a month of the coefficients and a month of the coefficients are a month of the coefficients and a month of the coefficients are a month of the coefficients	Amount or Number	8. Price of Derivative Security	9. Numb Derivati Securitie Benefici Owned Followir Reported Transact	per of ve es ally ing d tition(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	74 (9-02)  11. Natur of Indire Beneficia Ownersh (Instr. 4)

# **Reporting Owners**

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

### **Signatures**

Mark L. Portnoy	07/24/2013

Signature of Reporting Person	Date

# **Explanation of Responses:**

- $\star$  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.

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.