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PORTNOY DAVID Form 3/A June 07, 2012

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

response...

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

owned directly or indirectly.

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CRYO CELL INTERNATIONAL INC [CCEL] **PORTNOY DAVID** (Month/Day/Year) 08/30/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 700 BROOKER CREEK 09/02/2011 (Check all applicable) **BOULEVARD, Â SUITE 1800** (Street) 6. Individual or Joint/Group 10% Owner _X_ Director _X_ Officer _ Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Co-CEO Person OLDSMAR, Â FLÂ 34677 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) I Common Stock 199,080 By IRA Â Common Stock 100 D Common Stock 199,738 I By LLC (1) Ι Common Stock 51,678 By Spouse Common Stock 4.854 I As Cust for Son Common Stock 4,000 I As Cust for daughter Common Stock I By Corporation 1 $\frac{(2)}{}$ 122,798 Ι Common Stock 55,219 By Corporation 2 (3) Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/Year)	ate	3. Title and Securities Uperivative S	Inderlying	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PORTNOY DAVID 700 BROOKER CREEK BOULEVARD SUITE 1800 OLDSMAR, FL 34677	ÂX	Â	Co-CEO	Â		

Signatures

/s/ Steven T. Lanter, Pursuant to Power of Attorney 06/07/2012

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Shares of Common Stock held by Mayim Investment 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.

Date

- Shares of Common Stock held by PartnerCommunity, as to which David I. Portnoy may be deemed the beneficial owner as chairman of (2) 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.
- (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.

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