

DUBERSTEIN GARY K  
Form 4/A  
April 16, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, 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)

1. Name and Address of Reporting Person \*  
DUBERSTEIN GARY K

2. Issuer Name and Ticker or Trading Symbol  
BIOTIME INC [BTIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
150 E. 57TH STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/08/2009

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, no par value	12/31/2008 <sup>(1)</sup>		J		191,163	D	<u>(1)</u>
Common Shares, no par value					407,184	I	<u>(2)</u>
Common Shares, no par value					12,256	D	
Common Shares, no par value					2,076,698	I	<u>(3)</u>

By Greenway Partners, LP

By Greenbelt Corp.

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.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants	\$ 2	12/31/2008 <sup>(1)</sup>		J	143,168	<sup>(1)</sup> 10/31/2010		Common Shares	143,168
Warrants	\$ 2					01/21/2004 10/31/2010		Common Shares	680
Warrants	\$ 2					01/21/2004 10/31/2010		Common Shares	72,600
Warrants	\$ 2					12/21/2005 10/31/2010		Common Shares	262,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUBERSTEIN GARY K 150 E. 57TH STREET NEW YORK, NY 10022		X		

## Signatures

/s/ Gary K.  
Dubenstein 04/16/2009

\*\*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).

- On December 31, 2008, Greenway Partners began distributing to its limited partners, on a pro rata basis, 191,163 Common Shares and 143,168 Warrants. The number of shares and warrants distributed to the Greenway limited partners reported in this amendment corrects the amounts previously reported in the Form 4 filed January 8, 2009, which inadvertently double counted the number of shares and warrants distributed to one limited partner.
- (1)
  - (2) Does not include shares that Greenway may acquire at a price of \$1.50 per share in exchange for a BioTime promissory note in the principal amount of \$204,154, plus accrued interest thereon.
  - (3) Does not include shares that Greenbelt may acquire at a price of \$1.75 per share in exchange for a BioTime promissory note in the principal amount of \$100,000, plus accrued interest thereon.

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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