

ADVANCED CELL TECHNOLOGY, INC.
 Form 4
 February 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 SHAPIRO ALAN C

2. Issuer Name and Ticker or Trading Symbol
 ADVANCED CELL TECHNOLOGY, INC.
 [OTCBB:ACTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2007

17567 CAMINO DE YATASTO
 (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

PACIFIC PALISADES, CA 90272
 (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 Stock	02/01/2007		J ⁽¹⁾		11,306	A	\$ 0.74
					193,331	I	⁽²⁾

By
 Shapiro
 Family
 Trust

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

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SEC 1474
 (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)	Amount or Number of Shares
Convertible Debenture (right to buy)	\$ 0.9	02/01/2007		J ⁽¹⁾	11,306 <u>(1)</u>	⁽¹⁾ 09/15/2008	Common Stock	11,306

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHAPIRO ALAN C
17567 CAMINO DE YATASTO X
PACIFIC PALISADES, CA 90272

Signatures

/s/ Alan C. Shapiro
02/05/2007

**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) The Convertible Debenture is redeemable by the Issuer using shares of the Issuer's Common Stock at a price per share equal to the lesser of (i) \$.90, and (ii) 85% of the average closing prices on the ten days immediately prior to the date of redemption. In accordance with the terms of the Convertible Debenture, the Convertible Debenture may be converted by the reporting person at any time while outstanding, and the Issuer is required to redeem (in cash or in shares) 1/30th of the outstanding amount of the Convertible Debenture each month during its term. On February 1st, the Issuer effected the February redemption using shares of Common Stock having a value of \$.74 per share, resulting in the issuance to the reporting person of 11,306 shares of Common Stock.
- (2) This amount does not include 87,063 shares of Common Stock owned directly by the reporting person.

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.