

IMMUCELL CORP /DE/

Form 4

August 31, 2015

FORM 4

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

OMB APPROVAL

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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 *
ROTHSCHILD JONATHAN E

(Last) (First) (Middle)

C/O IMMUCELL CORPORATION, 56 EVERGREEN DRIVE

(Street)

PORTLAND, ME 04103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMMUCELL CORP /DE/ [ICCC]

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock, par value \$0.10 per share | 08/27/2015 | | P | | 400 A \$ 7.45 | 515,936 | D |
| Common Stock, par value \$0.10 per share | 08/27/2015 | | P | | 400 A \$ 7.46 | 516,336 | D |
| Common Stock, par value \$0.10 | 08/27/2015 | | P | | 400 A \$ 7.47 | 516,736 | D |

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| | | | | | | | |
|--|------------|---|-----|---|------------|---------|---|
| per share | | | | | | | |
| Common Stock, par value \$0.10 per share | 08/27/2015 | P | 300 | A | \$ 7.43 | 517,036 | D |
| Common Stock, par value \$0.10 per share | 08/27/2015 | P | 200 | A | \$ 7.52 | 517,236 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/27/2015 | P | 200 | A | \$ 7.44 | 517,436 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/27/2015 | P | 700 | A | \$ 7.41 | 518,136 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/27/2015 | P | 400 | A | \$ 7.45 | 518,536 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/27/2015 | P | 400 | A | \$ 7.46 | 518,936 | D |
| Common Stock, par value \$0.10 per share | 08/28/2015 | P | 200 | A | \$ 7.2 | 519,136 | D |
| Common Stock, par value \$0.10 per share | 08/28/2015 | P | 200 | A | \$ 7.29 | 519,336 | D |
| Common Stock, par value \$0.10 per share | 08/28/2015 | P | 300 | A | \$ 7.34 | 519,636 | D |
| Common Stock, par value \$0.10 per share | 08/28/2015 | P | 300 | A | \$ 7.31 | 519,936 | D |
| Common Stock, par value \$0.10 per share | 08/28/2015 | P | 200 | A | \$ 7.39 | 520,136 | D |

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| | | | | | | | |
|---|------------|---|-----|---|---------|------------------------|---|
| Common Stock, par value \$0.10 per share | 08/28/2015 | P | 300 | A | \$ 7.32 | 520,436 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/28/2015 | P | 100 | A | \$ 7.17 | 520,536 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/28/2015 | P | 200 | A | \$ 7.37 | 520,736 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/28/2015 | P | 200 | A | \$ 7.25 | 520,936 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/28/2015 | P | 150 | A | \$ 7.26 | 521,086 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/28/2015 | P | 50 | A | \$ 7.23 | 521,136 | D |
| Common Stock, par value \$0.10 per share ⁽¹⁾ | 08/31/2015 | P | 500 | A | \$ 7.17 | 521,636 ⁽²⁾ | D |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROTHSCHILD JONATHAN E C/O IMMUCELL CORPORATION 56 EVERGREEN DRIVE PORTLAND, ME 04103 | | | | |

Signatures

| | |
|--|------------|
| /s/Michael F Brigham Attorney-in-fact | 08/31/2015 |
| **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) These shares were acquired by Arterio Inc., a corporation owned solely by Mr. Rothschild.
This figure includes 219,955 shares of common stock held by Arterio Inc., a corporation owned solely by Mr. Rothschild, and 39,555 shares held by the estate of Mr. Rothschild's parents. Mr. Rothschild is the executor of his parents' estate and is a one-third beneficiary of that estate. The distribution of the assets of that estate has not yet been resolved.
- (2)

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.