

IMMUCELL CORP /DE/
Form 4
August 22, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)
08/19/2014

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.10 per share	08/19/2014		P	200	A	\$ 4.63	510,636	D
Common Stock, par value \$0.10 per share	08/19/2014		P	500	A	\$ 4.5	511,136	D
Common Stock, par value \$0.10	08/19/2014		P	1,000	A	\$ 4.51	512,136	D

per share

Common Stock, par value \$0.10 per share ⁽¹⁾
 08/19/2014 P 500 A \$ 4.5 512,636 D

Common Stock, par value \$0.10 per share ⁽¹⁾
 08/19/2014 P 200 A \$ 4.63 512,836 D

Common Stock, par value \$0.10 per share
 08/20/2014 P 200 A \$ 4.61 513,036 D

Common Stock, par value \$0.10 per share
 08/20/2014 P 200 A \$ 4.66 513,236 D

Common Stock, par value \$0.10 per share ⁽¹⁾
 08/20/2014 P 200 A \$ 4.6 513,436 D
(2)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (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

08/21/2014

__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 216,255 shares of common stock held by Arterio Inc., a corporation owned solely by Mr. Rothschild and 39,255

(2) 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.

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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