IMMUCELL CORP /DE/

Form 4

August 31, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROTHSCHILD JONATHAN E

2. Issuer Name and Ticker or Trading Symbol

IMMUCELL CORP /DE/ [ICCC]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

08/27/2015

(Check all applicable)

Director 10% Owner Officer (give title Other (specify

C/O IMMUCELL CORPORATION, 56 EVERGREEN

(Street)

DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PORTLAND, ME 04103

(City)	(State)	(Zip) Table	I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	n(A) or Di (D)	(Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
_			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
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	Р	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	Р	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.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

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Date Expiration 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
- (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. 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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