

Cellular Biomedicine Group, Inc.
Form 4
December 24, 2014

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 *
Leung Pak To

2. Issuer Name and Ticker or Trading Symbol
Cellular Biomedicine Group, Inc.
[CBMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1902-03 BANK OF AMERICA
TOWER, 12 HARCOU,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2014

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

HONG KONG, F4 00000

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Stock	12/23/2014		X	380,000 A \$ 8	934,777	I	See (1)
Common Stock	12/23/2014		S	142,857 D \$ 14	791,920	I	See (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)

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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 or Number of Shares
Option to Acquire (right to buy)	\$ 8	12/23/2014		X	380,000	07/02/2014	07/02/2017	Common Stock	380,000
Option to Acquire (right to buy)	\$ 8	12/23/2014		S	620,000	07/02/2014	07/02/2017	Common Stock	620,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leung Pak To 1902-03 BANK OF AMERICA TOWER, 12 HARCOU HONG KONG, F4 00000		X		
Venture Garden Ltd 1902-03 BANK OF AMERICA TOWER 12 HARCOURT RD, CENTRAL HONG KONG, F4 00000				Controlled by a 10% Owner
Full Moon Resources Ltd 1902-03 BANK OF AMERICA TOWER 12 HARCOURT RD, CENTRAL HONG KONG, F4 00000				Controlled by a 10% Owner

Signatures

/s/ Pak To
Leung

12/24/2014

**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).

- Represents (x) 554,777 shares held by Full Moon Resources Limited ("Full Moon Resources"), a company wholly owned by the Reporting Person, and for which he is the sole director, and (y) 380,000 shares acquired through the exercise of an option to purchase common stock held by Venture Garden Limited ("Venture Garden"), a company wholly owned by the Reporting Person and for which he is the sole director.
- (1) Represents a private sale by Venture Garden. Full Moon Resources expressly disclaims beneficial ownership of the shares of Common Stock the Issuer beneficially owned by Venture Garden, and vice versa.
 - (2) Through the exercise of the options to purchase common stock granted to Venture Garden by the Company.
 - (3) A portion of the option to purchase common stock was transferred by Venture Garden in a private transaction.

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.