Schor Chen Form 4 December 21, 2018

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Schor Chen

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BRAINSTORM CELL THERAPEUTICS INC. [BCLI]

(Check all applicable)

(Last) (First) (Middle)

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

X Director _____ 10% Owner ____ Officer (give title _____ Other (specify

BRAINSTORM CELL THERAPEUTICS INC., 1325 AVENUE OF AMERICAS, 28TH

(Street)

(State)

(Zin)

FLOOR

(City)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

10/24/2018

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

6. Individual or Joint/Group Filing(Check

Perso

NEW YORK, NY 10019

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative S	ecuriti	ies Acq	uired, Disposed	of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4 a	osed of and 5) (A) or	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/24/2018		Code V G V	Amount 121,558 (1)	(D)	Price \$ 0	4,000 (2)	D	
Common Stock	10/24/2018		G V	121,558 (1)	A	\$ 0	121,558	I	By The C. Schor Irrevocable 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumb		Expiration D	ration Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative			Securities				(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schor Chen BRAINSTORM CELL THERAPEUTICS INC. 1325 AVENUE OF AMERICAS, 28TH FLOOR NEW YORK, NY 10019

X

Signatures

/s/ Thomas B. Rosedale (pursuant to Power of Attorney)

12/21/2018

Date

**Signature of Reporting Person

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).
- These shares were previously reported as directly beneficially owned but on October 24, 2018 were gifted to an irrevocable trust for the (1) benefit of the reporting person and other individuals. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) Includes the November 30, 2018 acquisition of 2,000 shares by the reporting person, as reported on Form 4 filed November 30, 2018.

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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