

Cellular Biomedicine Group, Inc.
Form 4
October 26, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Cao Wei (William)

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)
19925 STEVENS CREEK BLVD.,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2013

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

CUPERTINO, CA 95014

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	10/20/2015		M		5,013	A	\$ 5.4
Common Stock	10/20/2015		S ⁽¹⁾		5,013	D	\$ 18.89
Common Stock	10/21/2015		M		14,987	A	\$ 5.4
Common Stock	10/21/2015		S ⁽¹⁾		14,987	D	\$ 19.83

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option	\$ 5.4	09/30/2013		A	90,000	<u>(2)</u> 09/29/2023	Common Stock 90,000
Non-Qualified Stock Option	\$ 5.4	10/20/2015		M	5,013	<u>(2)</u> 09/29/2023	Common Stock 5,013
Non-Qualified Stock Option	\$ 5.4	10/21/2015		M	14,987	<u>(2)</u> 09/29/2023	Common Stock 14,987

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cao Wei (William) 19925 STEVENS CREEK BLVD., SUITE 100 CUPERTINO, CA 95014	X		Chief Executive Officer	

Signatures

/s/ Wei
(William) Cao 10/26/2015

**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) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 30, 2015. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.
- (2) This option vests over a period of three-year years according to the following schedule: 1/36th per month following the vesting commencement date of 09/30/2013.

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.