

ROTHSCHILD JONATHAN E  
Form 4  
June 09, 2009

**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 \*  
ROTHSCHILD JONATHAN E

(Last) (First) (Middle)

C/O IMMUCELL CORP, 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)

06/05/2009

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)

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)
			Code	V	Amount (A) or (D) Price		
Common stock, par value \$0.10 per share	06/05/2009		P		400 A \$ 2.03	445,952	D
Common stock, par value \$0.10 per share	06/05/2009		P		400 A \$ 1.99	446,352	D
Common stock, par	06/05/2009		P		300 A \$ 2.0073	446,552	D <sup>(1)</sup>

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value \$0.10 per share							
Common stock, par value \$0.10 per share	06/05/2009	P	300	A	\$ 2.09	446,952	D <sup>(1)</sup>
Common stock, par value \$0.10 per share	06/05/2009	P	14	A	\$ 2.04	446,966	D <sup>(1)</sup>
Common stock, par value \$0.10 per share	06/08/2009	P	300	A	\$ 2.14	447,266	D
Common stock, par value \$0.10 per share	06/08/2009	P	300	A	\$ 2.132	447,566	D
Common stock, par value \$0.10 per share	06/08/2009	P	1,800	A	\$ 2.149	449,366	D
Common stock, par value \$0.10 per share	06/08/2009	P	550	A	\$ 2.132	449,916	D <sup>(1)</sup>
Common stock, par value \$0.10 per share	06/09/2009	P	300	A	\$ 2.19	450,216	D <sup>(1)</sup>
Common stock, par value \$0.10 per share	06/09/2009	P	200	A	\$ 2.1866	450,416	D <sup>(1)</sup>
Common stock, par value	06/09/2009	P	300	A	\$ 2.183	450,716	D <sup>(1)</sup>

\$0.10 per share

Common stock, par value

06/09/2009

P

600

A

\$ 2.2

451,316

D <sup>(1)</sup>

\$0.10 per share

Common stock, par value

06/09/2009

P

400

A

\$ 2.164

451,716

D

\$0.10 per share

Common stock, par value

06/09/2009

P

1,600

A

\$ 2.2

453,316

D <sup>(2)</sup>

\$0.10 per share

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

ROTHSCHILD JONATHAN E  
C/O IMMUCELL CORP  
56 EVERGREEN DRIVE  
PORTLAND, ME 04103

## Signatures

/s/ Michael F. Brigham,  
Attorney-in-fact

06/09/2009

\_\_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 company solely owned by Mr. Rothschild.
  - (2) This figure includes 189,337 of common stock, held by Aterio, Inc., a company owned solely by Jonathan Rothschild.

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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