

KINGSLEY ALFRED D
Form 5
February 14, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KINGSLEY ALFRED D

2. Issuer Name and Ticker or Trading Symbol
BIOTIME INC [BTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

150 E. 57TH STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Shares, no par value | 12/01/2010 ⁽¹⁾ | ^ | J | 100,000 A \$ ⁽¹⁾ | 7,502,394 ⁽²⁾ | D | ^ |
| Common Shares, no par value | ^ | ^ | ^ | ^ ^ ^ | 1,972,905 ⁽³⁾ | I | By Greenbelt Corp. |
| Common Shares, no par value | ^ | ^ | ^ | ^ ^ ^ | 770,373 | I | By Greenway Partners, LP |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common Shares | \$ 2.3 | Â | Â | Â | Â (A) Â (D) | Â (4) 07/01/2014 | Common Shares | 50,000 |
| Option to Purchase Common Shares | \$ 5.45 | Â | Â | Â | Â (A) Â (D) | Â (5) 08/09/2015 | Common Shares | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KINGSLEY ALFRED D 150 E. 57TH STREET NEW YORK, NY 10022 | Â X | Â X | Â | Â |

Signatures

/s/ Alfred D. Kingsley 02/14/2011

**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) During December 2010, Greenbelt Corp. made a distribution to its shareholders of which Mr. Kingsley received 100,000 common shares.
- (2) Does not include shares that Mr. Kingsley may acquire through the exercise of certain options.

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- (3) During December 2010, Greenbelt Corp. made a distribution of 150,000 common shares to its shareholders and gifted a total of 19,800 common shares to charitable organizations.
- (4) 12,500 options became exercisable on September 30, 2009 and the remaining 37,500 options became exercisable in 3 equal quarterly installments based upon continued service on the board of directors.
- (5) 12,500 options became exercisable on September 30, 2010; 12,500 options became exercisable on December 31, 2010; and the remaining 25,000 options will become exercisable in 2 equal quarterly installments based upon continued service on the board of directors.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.