

BIOTIME INC  
Form 5  
February 24, 2003

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| OMB APPROVAL   |
| OMB Number: 3235-0362                                |
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 5**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- Check 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

|  |  |  |
|--|--|--|
| <p><b>1. Name and Address of Reporting Person*</b></p> <p>Waitz, Harold D.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> | <p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>BioTime, Inc. (BTX)</p> <hr/>   | <p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <hr/>  |
| <p>935 Pardee Street</p> <hr/> <p><i>(Street)</i></p>  | <p><b>4. Statement for Month/Year</b></p> <p>12/02</p> <hr/>   | <p><b>5. If Amendment, Date of Original (Month/Year)</b></p> <hr/>   |
| <p>Berkeley, CA 94710</p> <hr/> <p><i>(City) (State) (Zip)</i></p>   | <p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> | <p><b>7. Individual or Joint/Group Reporting (Check Applicable Line)</b></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/></p> |

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Other (*specify below*)

Vice President

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Form filed by More  
than One Reporting  
Person

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\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br><i>(Instr. 3)</i> | 2. Transaction Date<br><i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 3. Transaction Code<br><i>(Instr. 8)</i> | 4. Securities Acquired or Disposed of (A) or (D)<br><i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year<br><i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I)<br><i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership<br><i>(Instr. 4)</i> |
|---|--|--|--|--|--|--|---|
|---|--|--|--|--|--|--|---|

(A)  
or  
Amount (D) Price

|                             |  |  |  |  |            |   |  |
|-----------------------------|--|--|--|--|------------|---|--|
| Common Shares, no par value |  |  |  |  | 204,166(1) | D |  |
|-----------------------------|--|--|--|--|------------|---|--|

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of Derivative Security<br><i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br><i>(Month/Day/Year)</i> | 3A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 4. Transaction Code<br><i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> |     |
|--|--|--|--|--|--|-----|
|  |  |  |  |  | (A)  | (D) |
| Option to Purchase Common Shares                     | \$4.00   |  |  |  |  |     |
| Option to Purchase Common Shares                     | \$4.00   |  |  |  |  |     |
| Option to Purchase Common Shares                     | \$4.00   |  |  |  |  |     |
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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
(e.g., puts, calls, warrants, options, convertible securities)

| 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year<br>(Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |   |
|---|--|---|--|--|---|---|
| 10/28/02  | 10/27/07   | Common Shares                                 | 26,666   | N/A  | 26,666  | D |
| 1/01/03   | 10/27/07   | Common Shares                                 | 26,667   | N/A  | 26,667  | D |
| 1/01/04   | 10/27/07   | Common Shares                                 | 26,667   | N/A  | 26,667  | D |
|   |  |   |  |  |   |   |
|   |  |   |  |  |   |   |
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|   |  |   |  |  |   |   |
|   |  |   |  |  |   |   |

**Explanation of Responses:**

(1) Includes 80,000 shares that may be acquired through the exercise of stock options. Also includes 2,100 shares beneficially owned by Dr. Waitz's minor children.

/s/ Harold Waitz

February 18, 2003

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.