Greenspan Todd James Form 5 February 14, 2006

## FORM 5

#### **OMB APPROVAL**

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

3235-0362 Number: January 31, Expires:

2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

response...

**OMB** 

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Greenspan Todd James Symbol **ISOLAGEN INC [ILE]** (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X\_ Officer (give title 12/31/2005 Other (specify below) below) 405 EAGLEVIEW BLVD. Corporate Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

### EXTON. PAÂ 19341

(City)

\_X\_ 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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Securities Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year (Instr. 3 and 4) Amount (D) Price

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

(State)

(Zip)

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#### 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 Exercisable and	7. Title and Amount of	5
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	<b>Underlying Securities</b>	]
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		(

**SEC 2270** 

(9-02)

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Derivative Securities
Security Acquired
(A) or
Disposed
of (D)

of (D) (Instr. 3, 4, and 5)

(A) (D) Date Expiration Exercisable Date

Title Amount or

Number of Shares

Employee

Stock Option \$ 4.45  $\hat{A}$   $\hat$ 

(Right to buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Greenspan Todd James

405 EAGLEVIEW BLVD. Â Â Corporate Controller Â

EXTON, PAÂ 19341

## **Signatures**

/s/ Todd James Greenspan 02/13/2006

\*\*Signature of Reporting 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).

Effective December 31, 2005, the Board of Directors of Isolagen, Inc. ("Isolagen") approved the acceleration of the vesting schedule with regard to certain unvested stock options previously granted to employees and directors of Isolagen pursuant to Isolagen' various stock option plans and agreements. This option was subject to such acceleration.

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.

Reporting Owners 2