

Cellular Biomedicine Group, Inc.
 Form 4
 April 03, 2017

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 *
 Liu Tony

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)
 530 UNIVERSITY AVENUE, #17
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/21/2017

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

PALO ALTO, CA 94301

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 Indirect Ownership (Instr. 4)	
			Code	V	Amount			
					(A) or (D)	Price		
Common Stock	03/27/2017		A		120,000 (1)	\$ 0 (1)	120,000	D
Common Stock	03/27/2017		F		975 (2)	\$ 11.4 (2)	119,025	D

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

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SEC 1474
 (9-02)

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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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy) (2011 Plan)	\$ 12.55	01/21/2017		A	30,000	01/27/2017 ⁽³⁾	01/21/2027	Common Stock
Non-Qualified Stock Option (right to buy) (2014 Plan)	\$ 12.4	03/03/2017		A	120,000	⁽⁴⁾	03/03/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liu Tony 530 UNIVERSITY AVENUE, #17 PALO ALTO, CA 94301			Chief Financial Officer	

Signatures

/s/Bizuo (Tony)
Liu
04/03/2017
Date

**Signature of Reporting Person

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).
- The Reporting Person was granted 120,000 restricted stock units ("RSUs") (Grant No. LTIP RSU G1) under the Cellular Biomedicine Group, Inc. 2014 Stock Incentive Plan, which RSUs vest according to the following schedule: 1/48th per month, with the first installment vested on March 27, 2017.
- (1) On March 27, 2017, 2,500 RSUs (Grant No. LTIP RSU G1) vested and were delivered to the Reporting Person, of which 975 shares of common stock were withheld (at the closing price of the Company's common stock on the NASDAQ Global Market on Tuesday, March 27, 2017) to satisfy the tax obligation relating to the vesting of the RSUs pursuant to Section 16b-3(e) under the Securities Exchange Act of 1934.
 - (2) This option (Grant No. 11-273) vested immediately on January 21, 2017.
 - (3) This option (Grant No. 14-324) vests over a period of four years according to the following schedule: 1/48th per month, with the first installment vested on March 27, 2017.
 - (4)

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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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