

Cellular Biomedicine Group, Inc.

Form 4

October 26, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cao Wei (William)

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)  
19925 STEVENS CREEK BLVD.,  
SUITE 100

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chief Executive Officer

(Street)  
CUPERTINO, CA 95014

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

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 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 Beneficial Ownership (Instr. 4)
Common Stock	10/20/2015		M	5,013	A \$ 5.4	227,531	D
Common Stock	10/20/2015		S <sup>(1)</sup>	5,013	D \$ 18.89	222,518	D
Common Stock	10/21/2015		M	14,987	A \$ 5.4	237,505	D
Common Stock	10/21/2015		S <sup>(1)</sup>	14,987	D \$ 19.83	222,518	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)

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 5.4	09/30/2013		A		90,000		<u>(2)</u>	09/29/2023	Common Stock	90,000
Non-Qualified Stock Option	\$ 5.4	10/20/2015		M		5,013		<u>(2)</u>	09/29/2023	Common Stock	5,013
Non-Qualified Stock Option	\$ 5.4	10/21/2015		M		14,987		<u>(2)</u>	09/29/2023	Common Stock	14,987

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cao Wei (William) 19925 STEVENS CREEK BLVD., SUITE 100 CUPERTINO, CA 95014	X		Chief Executive Officer	

## Signatures

/s/ Wei  
(William) Cao 10/26/2015

\*\*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) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 30, 2015. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.
- (2) This option vests over a period of three-year years according to the following schedule: 1/36th per month following the vesting commencement date of 09/30/2013.

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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