#### Edgar Filing: ROTHSCHILD JONATHAN E - Form 4

ROTHSCHILD JONATHAN E Form 4 March 15, 2011 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).								
(Print or Type Responses)								
1. Name and Address of Reporting Person ROTHSCHILD JONATHAN E	2. Issuer Name and Symbol IMMUCELL CO		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)	3. Date of Earliest Tra (Month/Day/Year)	3. Date of Earliest Transaction			X 10% Owner			
C/O IMMUCELL CORP, 56 EVERGREEN DRIVE	03/11/2011			_X_Director _X_10% Owner Officer (give titleOther (specify below) below)				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
PORTLAND, ME 04103				Person	Aore than One Ro	eporting		
(City) (State) (Zip)	Table I - Non-D	erivative Secur	rities Acq	uired, Disposed of	f, or Beneficia	lly Owned		
(Instr. 3) any		on(A) or Dispose (D) (Instr. 3, 4 and (A)	ed of 15)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
	Code V	or Amount (D)	Price	(Instr. 3 and 4)				
Common Stock, par value \$0.10 per share	Р	820 A	\$ 3.12	463,170	D			
Common Stock, par value \$0.10 per share 03/15/2011	Р	600 A	\$ 3.25	463,770 <u>(1)</u>	D			

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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# displays a currently valid OMB control number.

## 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)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underly Securiti (Instr. 3	it of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title M	Amount or Number of Shares		

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
ROTHSCHILD JONATHAN E C/O IMMUCELL CORP 56 EVERGREEN DRIVE PORTLAND, ME 04103	Х	Х					
Signatures							
/s/ Michael F. Brigham, Attorney-in-fact	03/15/2011						
**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) This figure includes 214,155 shares of common stock held by Arterio, Inc., a company solely owned by Mr. Rothschild.

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