SEC Form 5

FORM 5

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |
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Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| OMB Number: | 3235-0362 | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | | | |
| hours per response: | 1.0 | | | | | | | | | |

| Form 4 Transact | tions Reported. | File | | | e Securities Exchange Act of 1934 ment Company Act of 1940 | | | | | |
|--|-----------------|---|---|---|---|---|---|---|----------------------|--|
| 1. Name and Addre | | 2. Issuer Name BIOTIME | | | (Cheo | lationship of Report k all applicable) Director | 10 | 0% Owner | | |
| (Last) 6121 HOLLIS S | | Middle) | 3. Statement for 12/31/2006 | Issuer's Fisca | ll Year Ended (Month/Day/Year) | | Officer (give title below) | | her (specify low) | |
| (Street) | | | 4. If Amendmen | t, Date of Orig | inal Filed (Month/Day/Year) | 6. Ind Line) | ividual or Joint/Gro | up Filing (Cheo | ck Applicable | |
| EMERYVILLE | CA 9 | 94608 | | | | X | Form filed by O Form filed by M | | | |
| (City) | (State) (| Zip) | | | | | Person | | | |
| 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 Dispo Of (D) (Instr. 3, 4 and 5) | sed | 5. Amount of Securities Beneficially Owned at end of | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership | | |

| | Date (Month/Day/Year) | | Transaction Code (Instr. 8) | | | | Securities Beneficially Owned at and of | Ownersnip Form: Direct | Beneficial |
|-----------------------------|--------------------------|------------------|-----------------------------------|--------|---------------|-------|--|--------------------------------------|-------------------------|
| | | (Month/Day/Year) | | Amount | (A) or (D) | Price | Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Shares, no par value | | | | | | | 125,000(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 (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) | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|---|-----|-----|--|--------------------|--|--|---|--|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Option to Purchase Common Shares | \$4 | | | | | | 10/28/2002 | 10/27/2007 | Common Shares | 6,666 | | 6,666 | D | |
| Option to Purchase Common Shares | \$4 | | | | | | 01/01/2003 | 10/27/2007 | Common Shares | 6,667 | | 6,667 | D | |
| Option to Purchase Common Shares | \$4 | | | | | | 01/01/2004 | 10/27/2007 | Common Shares | 6,667 | | 6,667 | D | |
| Option to Purchase Common Shares | \$2 | | | | | | (2) | 05/31/2009 | Common Shares | 25,000 | | 25,000 | D | |
| Option to Purchase Common Shares | \$0.32 | | | | | | 11/24/2006 | 11/23/2011 | Common Shares | 80,000 | | 80,000 | D | |

Explanation of Responses:

1. Includes 125,000 shares that may be acquired through the exercise of stock options.

2. 6,250 options became exercisable on June 1, 2004 and the remaining 18,750 options will become exercisable in three equal yearly installments.

Remarks:

<u>/s/ Steven A. Seinberg</u>

** Signature of Reporting Person

<u>02/14/2007</u> Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.