

SHAPIRO ALAN C  
Form 4  
September 10, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SHAPIRO ALAN C

2. Issuer Name and Ticker or Trading Symbol  
ADVANCED CELL TECHNOLOGY, INC.  
[OTCBB:ACTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/06/2007

17567 CAMINO DE YATASTO  
(Street)

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

PACIFIC PALISADES, CA 90272

(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 Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	09/06/2007		J(1)	17,431	A	\$ 0.24	333,396 (2)	I	By Shapiro Family Trust

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)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Convertible Debenture (right to buy)	\$ 0.34	09/07/2007 <sup>(4)</sup>		P		738,235		08/31/2007	08/31/2010	Common stock
Common Stock Warrant (right to buy)	\$ 0.38	09/07/2007 <sup>(4)</sup>		P		738,235		08/31/2007	08/31/2012	Common Stock
Convertible Debenture (right to buy)	\$ 0.288	09/06/2007		J <sup>(1)</sup>		17,431		<sup>(1)</sup>	09/06/2009	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAPIRO ALAN C 17567 CAMINO DE YATASTO PACIFIC PALISADES, CA 90272		X		

## Signatures

/s/ Alan C. Shapiro  
09/10/2007

\*\*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 Convertible Debenture is redeemable by the Issuer using shares of the Issuer's Common Stock at a price per share equal to the lesser of (i) \$.288, and (ii) 70% of the average closing prices on the ten days immediately prior to the date of redemption. In accordance with the terms of the Convertible Debenture, the Convertible Debenture may be converted by the reporting person at any time while outstanding, and the Issuer is required to redeem (in cash or in shares) 1/30th of the outstanding amount of the Convertible Debenture each month during its term. On September 6th, the Issuer effected the September redemption using shares of Common Stock having a value of \$.24 per share, resulting in the issuance to the reporting person of 17,431 shares of Common Stock.

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- (2) This amount does not include 82,938 shares of Common Stock owned directly by the reporting person.
- (3) Face value paid for the debenture and the warrant was \$200,000.

The closing of the financing pursuant to which the debentures and warrants described herein were sold occurred on August 31, 2007;

- (4) provided however, proceeds escrowed at closing were not released to the Issuer, and the debentures and warrants were not issued to the reporting person, until September 7, 2007.

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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