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VIACELL II Form 4 May 23, 200											
May 23, 2006 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									- 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNE SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange A Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).							nge Act of 1934 of 1935 or Sect	Expires: Estimated burden hou response	urs per		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Sigler James S			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
- · ·	VIACELL INC [VIAC]					(Check all applicable)					
(Last) (First) (Middle) C/O VIACELL, INC., 245 FIRST STREET			3. Date of Earliest Transaction (Month/Day/Year) 05/19/2006			X_ Director 10% Owner Officer (give title Other (specify below) below)					
CAMPDID	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 							
	GE, MA 02142						Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code Disposed of (D)		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)			
				coue v	Amount	(D) The					
Reminder: Rep	ort on a separate lin	e for each cl	ass of sec	urities bene	Perso inform requir	ons who res nation cont red to resp	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 5.03	05/19/2006		А	15,000		<u>(1)</u>	05/19/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
Sigler James S C/O VIACELL, INC. 245 FIRST STREET CAMBRIDGE, MA 02142	Х						
Signatures							
/s/ Stephen G. Dance, attorney-in-fact		05/23/200	6				
<u>**</u> 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 option vests in twelve equal monthly installments beginning May 19, 2006.

Remarks:

See attached footnote page.

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.