

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-02**

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ISSUER

ADVANCED CELL TECHNOLOGY, INC.

CIK: **1140098** | IRS No.: **870656515** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address
*381 PLANTATION STREET
WORCESTER MA 01605*

Business Address
*381 PLANTATION STREET
WORCESTER MA 01605
508-756-1212*

REPORTING OWNER

SHAPIRO ALAN C

CIK: **1194959**
Type: **4** | Act: **34** | File No.: **000-50295** | Film No.: **061001975**

Mailing Address
*8201 PRESTON ROAD
STE 600
DALLAS TX 75225*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
17567 CAMINO DE YATASTO			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/02/2006		J	(3)	19,921	A	(1)	395,979	I	By Shapiro Family Trust

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 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
Convertible Debenture (right to buy)	\$2.3	08/02/2006		J	(1)	(3)			(2)	09/15/2008	Common Stock	19,921	\$0.42	395,979	I	By Shapiro Family Trust

Explanation of Responses:

- 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) \$2.30 and (ii) 85% 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 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.
- The Convertible Debenture is convertible by the reporting person into shares of Common Stock of the Issuer at any time and may be redeemed by the Issuer on a monthly basis through the issuance of shares of Common Stock. The conversion price of the Convertible Debenture is \$2.30 per share and the redemption price floats as described in Footnote 1.

3. See Footnote 1. On August 2nd, the Issuer effected the August redemption using shares of Common Stock having a value of \$.42, resulting in the issuance to the reporting person of 19921 shares of Common Stock.

Signatures

/s/ Alan C. Shapiro

** Signature of Reporting Person

08/03/2006

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.