

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
SEC Accession No. **0001140361-06-000283**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

SOBIESKI STEVEN

CIK: **1163760**

Type: **4** | Act: **34** | File No.: **000-19890** | Film No.: **06512295**

Mailing Address

*ONE MILLENNIUM WAY
BRANCHURG NJ 08876*

Business Address

9089471100

ISSUER

LIFECELL CORP

CIK: **849448** | IRS No.: **760172936** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **8731** Commercial physical & biological research

Mailing Address

*ONE MILLENNIUM WAY
BRANCHBURG NJ 08876*

Business Address

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BRANCHBURG NJ 08876
9089471100*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 SOBIESKI STEVEN			2. Issuer Name and Ticker or Trading Symbol LIFECELL CORP [LIFC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP Finance & CFO PFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
LIFECELL CORPORATION, ONE MILLENNIUM WAY			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) BRANCHBURG, NJ 08876								
(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	01/03/2006		A		11,612 (1)	A \$ 0	80,464	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)		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
Common Stock Options	\$19.25	01/03/2006		A		5,644		01/03/2007	01/02/2016	Common Stock	5,644	\$ 0	5,644	D	
Common Stock Options	\$19.25	01/03/2006		A		5,644		01/03/2008	01/02/2016	Common Stock	5,644	\$ 0	11,288	D	
Common Stock Options	\$19.25	01/03/2006		A		5,644		01/03/2009	01/02/2016	Common Stock	5,644	\$ 0	16,932	D	

Common Stock Options	\$19.25	01/03/2006		<u>A</u>	5,644	01/03/2010	01/02/2016	Common Stock	5,644	\$ 0	22,576	D	
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Explanation of Responses:

- Shares are issued from the LifeCell Corporation Equity Compensation Plan and are subject to transferability and forfeiture restrictions that lapse, subject to certain conditions, as to 1/4 of such shares on each anniversary of the grant date (January 3, 2006).

Signatures

Steven T. Sobieski

** Signature of Reporting Person

01/05/2006

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.