BIOTIME INC Form 5

February 14, 2008

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

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STERNBERG HAL Symbol **BIOTIME INC [BTIM]** (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner Other (specify _X__ Officer (give title 12/31/2007 below) below) **6121 HOLLIS STREET** VP; Member, Office of President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) EMERYVILLE, Â CAÂ 94608 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction Securities Form: Direct Indirect Execution Date, if Acquired (A) or (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Shares, no Â Â 410,201 (1) D Â par value

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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(9-02)

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| 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 8 Underlying Securities 1 (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|-----|--|--------------------|---|-------------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Shares | \$ 2 | Â | Â | Â | Â | Â | (2) | 05/31/2009 | Common Shares | 50,000 |
| Warrants to Purchase Common Shares | \$ 2 | Â | Â | Â | Â | Â | 01/21/2004 | 10/31/2010 | Common Shares | 13,431 |
| Warrants to Purchase Common Shares | \$ 2 | Â | Â | Â | Â | Â | 12/21/2005 | 10/31/2010 | Common Shares | 12,500 |
| Option to Purchase Common Shares | \$ 0.32 | Â | Â | Â | Â | Â | 11/24/2006 | 11/23/2011 | Common Shares | 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| STERNBERG HAL | • | | VP;Member, | | | | |
| 6121 HOLLIS STREET | ÂΧ | Â | Office of | Â | | | |
| EMERYVILLE, CA 94608 | | | President | | | | |

Signatures

| /s/ Hal Sternberg | 02/14/2008 | | |
|---------------------------------|------------|--|--|
| **Signature of Reporting Person | Date | | |

Reporting Owners 2

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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) Includes 130,000 shares that Dr. Sternberg may acquire through the exercise of stock options, and 25,931 shares that he may acquire upon the exercise of certain warrants.
- (2) 12,500 options became exercisable on June 1, 2004 and the remaining 37,500 options became exercisable in three equal yearly installments.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.