

DUBERSTEIN GARY K
 Form 5/A
 April 16, 2009

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 DUBERSTEIN GARY K

2. Issuer Name and Ticker or Trading Symbol
 BIOTIME INC [BTIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

150 E. 57TH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/18/2009

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Shares, no par value	^	^	^	^ ^ ^	12,256	D	^
Common Shares, no par value	^	^	^	^ ^ ^	2,076,698	I	By Greenbelt Corp.
Common Shares, no par value	^	^	^	^ ^ ^	407,184 ⁽¹⁾ / ₍₂₎	I	By Greenway Partners, LP

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 2	Â	Â	Â	Â	Â	01/21/2004	10/31/2010	Common Shares	680
Warrants	\$ 2	Â	Â	Â	Â	Â	01/21/2004	10/31/2010	Common Shares	72,604
Warrants	\$ 2	Â	Â	Â	Â	Â	12/21/2005	10/31/2010	Common Shares	262,028
Warrants	\$ 2	Â	Â	Â	Â	Â	Â ⁽³⁾	10/31/2010	Common Shares	347,580

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUBERSTEIN GARY K 150 E. 57TH STREET NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Gary K.
Duberstein

04/16/2009

**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).

- On December 31, 2008, Greenway Partners began distributing to its limited partners, on a pro rata basis, 191,163 Common Shares and 143,168 Warrants. The number of shares and warrants reported for Greenway in this amendment corrects the amounts previously reported in the Form 5 filed February 18, 2009, which inadvertently double counted the number of shares and warrants distributed to one limited partner.
- (1) Does not include shares that Greenway may acquire at a price of \$1.50 per share in exchange for a BioTime promissory note in the principal amount of \$204,154, plus accrued interest thereon.
 - (2) Exercisable on issuance.

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