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IMMUCELL CORP /DE/
Form SC 13D
March 09, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. _____) (1)

ImmuCell Corporation

(Name of Issuer)

Common Stock, \$0.10 par value per share

(Title of Class of Securities)

452525 30 6

(CUSIP Number)

Joseph H. Crabb
c/o ImmuCell Corporation
56 Evergreen Drive
Portland, ME 04103

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2000

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 5 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/99)

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| | | |
|----|--|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Joseph H. Crabb | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | PF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | USA | |
| 7 | SOLE VOTING POWER | |
| 8 | SHARED VOTING POWER | |
| 9 | SOLE DISPOSITIVE POWER | |
| 10 | SHARED DISPOSITIVE POWER | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 140,769 (including 91,769 shares subject to stock options held by the Reporting Person, which are exercisable) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 5.0% | |
| 14 | TYPE OF REPORTING PERSON* | |

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IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

Common Stock, \$0.10 par value per share;
ImmuCell Corporation
56 Evergreen Drive
Portland, ME 04103

Item 2. Identity and Background.

- (a) Joseph H. Crabb
- (b) c/o ImmuCell Corporation
56 Evergreen Drive
Portland, ME 04103
- (c) Vice President and Chief Scientific Officer of ImmuCell Corporation, 56 Evergreen Drive, Portland, ME 04103, an animal health biotechnology company
- (d) The Reporting Person has not been convicted in a criminal proceeding during the last five years.
- (e) The Reporting Person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction during the last five years.
- (f) USA

Item 3. Source and Amount of Funds or Other Consideration.

19,500 shares held by the Reporting Person were acquired in the open market and 29,500 shares were acquired upon the exercise of employee stock options, for an aggregate purchase price of \$63,862 using Personal Funds. 91,769 shares are subject to stock options which are currently exercisable for an aggregate exercise price of \$185,902. If any of such options are exercised, Personal Funds are intended to be used to purchase the shares subject to the stock options.

Item 4. Purpose of Transaction.

The securities reported on this Schedule 13D were acquired for personal investment. Some of the securities represent stock options granted to the Reporting Person by the Issuer in connection with his employment as an officer of the Issuer.

- (a) The Reporting Person holds unvested options to acquire an additional 64,667 shares at exercise prices ranging from \$1.3125 to \$4.00 per share, which become exercisable at various times beginning June 30, 2001.
- (b) none

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(c) none

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(d) none

(e) none

(f) none

(g) none

(h) none

(i) none

(j) none

Item 5. Interest in Securities of the Issuer.

(a) As of the date of this Schedule 13D, the Reporting Person beneficially owned 140,769 shares (including 91,769 shares subject to vested stock options held by the Reporting Person), 5.0% of the Issuer's outstanding common stock

(b) Reporting Person has sole power to vote and sole power to dispose of the 91,769 shares subject to options and shares jointly with his spouse the power to vote and power to dispose of the 49,000 shares of common stock beneficially owned by him.

(c) Options to acquire 25,000 shares of common stock at \$1.046875 per share were exercised by the Reporting Person on January 3, 2001. Unexercised options as to 16,667 shares at an exercise price of \$1.3125 per share became vested as of March 1, 2001, and thus were deemed to be beneficially owned by the Reporting Person 60 days prior to that date.

(d) n/a

(e) n/a

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None, other than the employee stock options granted to the Reporting Person by the Issuer from time to time since June 3, 1994 in connection with his employment as an officer of the Issuer.

Item 7. Material to be Filed as Exhibits.

n/a

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

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correct.

March 8, 2001

(Date)

/s/ Joseph H. Crabb

(Signature)

Joseph H. Crabb
Vice President and Chief
Scientific Officer

(Name/Title)

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).