

Cellular Biomedicine Group, Inc.
 Form 4/A
 August 09, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wong Keith

2. Issuer Name and Ticker or Trading Symbol
Cellular Biomedicine Group, Inc. [CBMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

8040 E. MORGAN TRAIL, UNIT 18

08/02/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/07/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SCOTTSDALE, AZ 85258

(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 or Price		
Common Stock ⁽²⁾	08/02/2012		G		1,800,000 ⁽¹⁾	D	\$ 0 446,520 ⁽³⁾ D
Common Stock ⁽²⁾	08/02/2012		G		600,000 ⁽¹⁾	D	\$ 0 446,520 ⁽³⁾ D
Common Stock ⁽²⁾	08/02/2012		G		980,000 ⁽¹⁾	D	\$ 0 446,520 ⁽³⁾ D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wong Keith 8040 E. MORGAN TRAIL, UNIT 18 SCOTTSDALE, AZ 85258	X			

Signatures

/s/ Keith Wong 08/09/2013
 **Signature of Date
 Reporting Person

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) The amounts of shares do not reflect a share exchange conducted by the Company in connection with its reincorporation from Arizona to Delaware, with the same effect as a 1:100 reverse stock split, which became effective on January 31, 2013 (the "Reverse Split").
 On August 2, 2012, Keith Wong transferred 1,800,000, 600,000, 980,000 shares of the Company's common stock (collectively, the "Shares") as gifts to Rudolph Wong, Rebecca Wong, and Hong Chen, respectively. Rudolph Wong and Rebecca Wong are adult children of Keith Wong. Hong Chen is the wife of Keith Wong, who disclaims beneficial ownership of the Shares.
- (2) On August 2, 2012, Keith Wong transferred 1,800,000, 600,000, 980,000 shares of the Company's common stock (collectively, the "Shares") as gifts to Rudolph Wong, Rebecca Wong, and Hong Chen, respectively. Rudolph Wong and Rebecca Wong are adult children of Keith Wong. Hong Chen is the wife of Keith Wong, who disclaims beneficial ownership of the Shares.
- (3) The amounts of shares reflect the Reverse Split.

Remarks:

This Amendment on Form 4/A is being filed to revise disclosures regarding the stock transfers as reported in the original Form 4/A.

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