

VIACELL INC

Form 4

December 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TULLIS JAMES L L

(Last) (First) (Middle)

C/O TULLIS-DICKERSON & CO.,
INC., 2 GREENWICH PLAZA, 4TH
FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VIACELL INC [VIAC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	12/07/2006		J ⁽¹⁾		173,250 ⁽¹⁾	D \$ 0	2,003,221 I
							See footnote (2) (3)

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
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
TULLIS JAMES L L C/O TULLIS-DICKERSON & CO., INC. 2 GREENWICH PLAZA, 4TH FLOOR GREENWICH, CT 06830	X

Signatures

/s/ Gloria Skigen,
Attorney-in-Fact 12/12/2006

__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).
- (1) Distribution by Tullis-Dickerson Capital Focus II, L.P. of 175,000 shares of Common Stock, of which 1,750 shares were distributed to Tullis-Dickerson Partners II, L.L.C.
- Subsequent to the distribution described in footnote (1) above, TD Javelin Capital Fund, L.P. owns 829,500 shares; TD Javelin Capital Fund II, L.P. owns 613,654 shares; TD Lighthouse Capital Fund, L.P. owns 558,317 shares; Tullis-Dickerson Capital Focus II, L.P. owns no shares; TD Origen Capital Fund, L.P. owns no shares; and Tullis-Dickerson Partners II, L.L.C. owns 1,750 shares. The reporting person shares with other persons voting and/or dispositive power over such shares, and he disclaims beneficial ownership of such shares except to the extent of his proportionate pecuniary interests therein.
- (3) The general partner of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P. and TD Lighthouse Capital Fund, L.P. is TD II Regional Partners, Inc., of which the reporting person is chief executive officer. The general partner of TD Javelin Capital Fund, L.P. is JVP, L.P.; its general partner is JVP, Inc., of which the reporting person is chief executive officer. The general partner of Tullis-Dickerson Capital Focus II, L.P. is Tullis-Dickerson Partners II, L.L.C., of which the reporting person is a managing member.

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.