

Javitt Jonathan C  
 Form 5  
 February 16, 2010

**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 \*  
 Javitt Jonathan C

2. Issuer Name and Ticker or Trading Symbol  
 BRAINSTORM CELL  
 THERAPEUTICS INC [BCLI]

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)  
 12/31/2009

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

C/O BRAINSTORM CELL  
 THERAPEUTICS INC., 110  
 EAST 59TH STREET

(Street)

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

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)
Common Stock	08/03/2008	^	P4	(A) or (D) Amount Price 960,000 (1) \$ 275,000	960,000	D	^
Common Stock	09/29/2009	^	S4	D \$ 0.3364	746,012	D	^
Common Stock	09/30/2009	^	S4	D \$ 0.3152	696,012	D	^

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Common Stock	10/01/2009	Â	S4	2,800	D	\$ 0.34	693,212	D	Â
Common Stock	10/02/2009	Â	S4	5,224	D	\$ 0.335	687,988	D	Â
Common Stock	10/05/2009	Â	S4	87,509	D	\$ 0.3351	600,479	D	Â
Common Stock	10/06/2009	Â	S4	48,869	D	\$ 0.335	551,610	D	Â
Common Stock	10/14/2009	Â	S4	60,000	D	\$ 0.32	491,610	D	Â
Common Stock	10/22/2009	Â	S4	31,610	D	\$ 0.32	460,000	D	Â

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)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Javitt Jonathan C C/O BRAINSTORM CELL THERAPEUTICS INC., 110 EAST 59TH STREET NEW YORK,, NY 10022	Â X	Â	Â	Â

## Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney)

02/16/2010

\_\_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) Mr. Javitt acquired these shares of common stock of Brainstorm Cell Therapeutics Inc. from ACCBT Corp. on August 3, 2008.

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.