

BIOTIME INC
Form SC 13D/A
October 22, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 18)

BIOTIME INC.

(Name of Issuer)

Common Shares, no par value
(Title of class of securities)

09066L105
(CUSIP number)

Alfred D. Kingsley.
Greenway Partners, L.P.
150 E. 57th Street
New York, New York 10022

(212) 355-6800

(Name, address and telephone number of person authorized to receive notices and communications)

October 17, 2007

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following page(s))
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1	NAME OF REPORTING PERSON: GREENBELT CORP. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-3791931	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) T (b) £
3	SEC USE ONLY	
4	SOURCE OF FUNDS: 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	£
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 8 SHARED VOTING POWER: 9 SOLE DISPOSITIVE POWER: 10 SHARED DISPOSITIVE POWER:	2,051,330 0 2,051,330 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,051,330
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	£
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):8.5%	8.8%
14	TYPE OF REPORTING PERSON: CO	

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|--|---|---------------------------|----------------|
| 1 | NAME OF REPORTING PERSON: GREENWAY PARTNERS, L.P.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON: 13-3714238 | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | | (a) T
(b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS: WC, OO | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | | £ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware | | |
| | NUMBER OF
SHARES | 7 SOLE VOTING POWER: | 976,063 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER: | 0 |
| | 9 | SOLE DISPOSITIVE POWER: | 976,063 |
| | 10 | SHARED DISPOSITIVE POWER: | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | 976,063 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | £ |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | | 4.2% |
| 14 | TYPE OF REPORTING PERSON: PN | | |
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1	NAME OF REPORTING PERSON: GREENHOUSE PARTNERS, L.P. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-3793447		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) T (b) £
3	SEC USE ONLY		
4	SOURCE OF FUNDS: WC, AF, OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		£
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
	NUMBER OF 7 SOLE VOTING POWER:		0
	SHARES		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER:		976,063
	9 SOLE DISPOSITIVE POWER:		0
	10 SHARED DISPOSITIVE POWER:		976,063
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		976,063
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		£
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		4.2%
14	TYPE OF REPORTING PERSON: PN		

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1	NAME OF REPORTING PERSON: GREENBROOK VALLEY LLC S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) T (b) £
3	SEC USE ONLY		
4	SOURCE OF FUNDS: WC, AF, OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		£
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
	NUMBER OF 7 SOLE VOTING POWER:		0
	SHARES		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER:		976,063
	9 SOLE DISPOSITIVE POWER:		0
	10 SHARED DISPOSITIVE POWER:		976,063
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		976,063
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		£
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		4.2%
14	TYPE OF REPORTING PERSON: OO		

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1	NAME OF REPORTING PERSON: GREENMINT LLC S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) T (b) £
3	SEC USE ONLY		
4	SOURCE OF FUNDS: WC, AF, OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		£
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware		
	NUMBER OF 7 SOLE VOTING POWER:		0
	SHARES		
	BENEFICIALLY 8 SHARED VOTING POWER:		976,063
	OWNED BY		
	EACH 9 SOLE DISPOSITIVE POWER:		0
	REPORTING		
	PERSON WITH 10 SHARED DISPOSITIVE POWER:		976,063
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		976,063
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		£
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		4.2%
14	TYPE OF REPORTING PERSON: OO		

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|---|---|----------------------|------------------------------|
| 1 | NAME OF REPORTING PERSON: ALFRED D. KINGSLEY
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON: | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP: | | (a) T
(b) £ |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS: PF, AF, OO | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | | £ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: United States | | |
| NUMBER OF
SHARES | 7 | SOLE VOTING POWER: | 6,990,211 |
| BENEFICIALLY
OWNED BY
EACH
REPORTING | 8 | SHARED VOTING POWER: | 3,027,393 |
| | 9 | | |