

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

---

**(Amendment No. 3)**

---

**BIOTIME INC.**

(Name of Issuer)

---

**Common Shares, no par value**

(Title of class of securities)

**09066L105**

(CUSIP number)

---

Steven Bayern  
26 West Broadway #1004  
Long Beach, NY 11561  
(516) 431-2121

---

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

---

August 2, 2006

(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 o.

*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))

(Page 1 of 10 Pages)

---

---

<b>1</b>	NAME OF REPORTING PERSON: Cyndel & Co., Inc.	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: _____**	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	<b>(a)</b> <input checked="" type="checkbox"/> <b>x</b> <b>(b)</b> <input type="checkbox"/> <b>o</b>
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/> <b>o</b>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: New York	
	<b>7</b> NUMBER OF SHARES	940,476
	<b>8</b> BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
	<b>9</b> SOLE VOTING POWER:	940,476
	<b>10</b> SHARED VOTING POWER:	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	940,476
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/> <b>o</b>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	4.1-%
<b>14</b>	TYPE OF REPORTING PERSON: CO	

<b>1</b>	NAME OF REPORTING PERSON: Steven Bayern.	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: **	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	<b>(a) x</b> <b>(b) o</b>
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: PF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<b>o</b>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
	<b>7</b> NUMBER OF SHARES	30,000
	<b>8</b> BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,700,170
	<b>9</b> SOLE VOTING POWER:	0
	<b>10</b> SHARED VOTING POWER:	1,700,170
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	1,730,170
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<b>o</b>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	7.4%
<b>14</b>	TYPE OF REPORTING PERSON: IN	

**1** NAME OF REPORTING PERSON: Cynthia Bayern.

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON: \*\*

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) x

(b) o

**3** SEC USE ONLY

**4** SOURCE OF FUNDS: PF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

o

**6** CITIZENSHIP OR PLACE OF ORGANIZATION: United States

**7** NUMBER OF SHARES  
SOLE VOTING POWER:

0

**8** BENEFICIALLY OWNED BY  
SHARED VOTING POWER:

403,000

**9** EACH REPORTING  
SOLE DISPOSITIVE POWER:

0

**10** PERSON WITH  
SHARED DISPOSITIVE POWER:

403,000

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
REPORTING PERSON:

403,000

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

1.8%

**14** TYPE OF REPORTING PERSON:

IN

<b>1</b>	NAME OF REPORTING PERSON: Patrick Kolenick.	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	<b>(a) x</b> <b>(b) o</b>
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS: PF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<b>o</b>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
	<b>7</b> NUMBER OF SHARES	SOLE VOTING POWER: 80,100
	<b>8</b> BENEFICIALLY OWNED BY	SHARED VOTING POWER: 1,383,670
	<b>9</b> EACH REPORTING	SOLE DISPOSITIVE POWER: 80,100
	<b>10</b> PERSON WITH	SHARED DISPOSITIVE POWER: 1,383,670
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	1,463,770
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<b>o</b>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	6.3%
<b>14</b>	TYPE OF REPORTING PERSON:	IN

<b>1</b>	NAME OF REPORTING PERSON: SJCMB Family Limited Partnership		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		<b>(a) x</b> <b>(b) o</b>
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS: WC, AF		
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<b>o</b>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: New York		
	<b>7</b>	SOLE VOTING POWER:	<b>0</b>
	<b>8</b>	SHARED VOTING POWER:	<b>0</b>
	<b>9</b>	SOLE DISPOSITIVE POWER:	<b>0</b>
	<b>10</b>	SHARED DISPOSITIVE POWER:	<b>0</b>
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		<b>0</b>
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<b>o</b>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		<b>0%</b>
<b>14</b>	TYPE OF REPORTING PERSON:	PN	

<b>1</b>	NAME OF REPORTING PERSON: Huntington Laurel Partnership		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		<b>(a) x</b> <b>(b) o</b>
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS: WC, AF		
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<b>o</b>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: New York		
	<b>7</b>	SOLE VOTING POWER:	443,194
	<b>8</b>	SHARED VOTING POWER:	0
	<b>9</b>	SOLE DISPOSITIVE POWER:	443,194
	<b>10</b>	SHARED DISPOSITIVE POWER:	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		443,194
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<b>o</b>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		1.9%
<b>14</b>	TYPE OF REPORTING PERSON:	PN	

This Amendment No. 3 ("Amendment No. 2") amends and supplements the Statement on Schedule 13D dated December 26, 2005, as amended by Amendment No. 1 dated April 18, 2006 and Amendment No. 2 dated July 19, 2006 (the "Statement") relating to the common shares, no par value (the "Shares"), of BioTime Inc., a California corporation (the "Company"), and is filed by and on behalf of the undersigned reporting persons (collectively, the "Reporting Persons"). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings previously ascribed to them in the previous filing of the Statement.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

(a) As of the date of this statement, each of the Reporting Persons beneficially owned the Shares and the percentage of the outstanding Shares of the Company shown their respective cover page, which information is incorporated by reference herein by such Reporting Person. The percentages are based upon the number of shares shown as outstanding on the Company's annual report on Form 10-QSB for the three months ended March 31, 2006 plus 100,000 shares issuable to the lenders under the Credit Agreement (as defined below).

(c) The following Shares were purchased and sold in privately negotiated transactions

<u>Seller</u>	<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>
SJCMB Family			
Limited Partnership	August 2, 2006	74,200	\$ 0.25
Steven Bayern	August 2, 2006	107,143	\$ 0.25

SJCMB Family Limited Partnership no longer beneficially owns any Shares or Warrants.

(e) On or about August 2, 2006, SJCMB Family Limited Partnership sold 74,200 Shares and now no longer beneficially owns any Shares or Warrants.



**SIGNATURES**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: August 3, 2006

s/ Steven Bayern

---

Steven Bayern

s/ Cynthia Bayern

---

Cynthia Bayern

s/ Patrick Kolenik

---

Patrick Kolenik

Cyndel & Co., Inc.

By: s/ Patrick Kolenik

---

Patrick Kolenik, President

SJCMB Family Limited Partnership

By: SSJCM, LLC, General Partner

By: s/ Steven Bayern

---

Steven Bayern, Managing Member

Huntington Laurel Partnership

By: Huntington Laurel Capital Management LLC  
General Partner

By: s/ Steven Bayern

---

Steven Bayern,  
Member

By: s/ Patrick Kolenik

---

Patrick Kolenik,  
Member