П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	0
Section 16. Form 4 or Form 5	0
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* <u>Pecora Andrew L</u>			2. Issuer Name and Ticker or Trading Symbol <u>NeoStem, Inc.</u> [NBS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
C/O NEOSTEM, INC. 420 LEXINGTON AVENUE, SUITE 350		× ,	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2015		Officer (give title below)	Other (specify below)		
		1E 330	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ng (Check Applicable			
(Street)				X	Form filed by One Re	porting Person		
NEW YORK	NY	10170			Form filed by More th Person	an One Reporting		
(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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, \$0.001 par value ⁽¹⁾	05/19/2015		A ⁽¹⁾		925	A	\$ <mark>0</mark>	343,675	D	
Common Stock, \$0.001 par value ⁽¹⁾	05/21/2015		A ⁽²⁾		1,354	A	\$2.3	345,029	D	

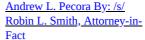
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transa Code (8)		of Deriv Secu Acqu (A) or Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title Amouri Securi Underl Deriva Securi and 4)	nt of ties ying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents the Reporting Person's one third percentage of the contingent shares of common stock, par value \$0.001 per share, of NeoStem, Inc. (the "Company"), which was issued in accordance with the terms of the Agreement and Plan of Merger, dated July 13, 2011, between the Company and Amorcyte, Inc. (the "Merger Agreement").

2. Effective August 15, 2013, the Issuer's Board of Directors approved an arrangement whereby the Reporting Person shall receive a portion of his net salary through the issuance to him by the Issuer of shares of the Issuer's common stock, \$.001 par value (the "Common Stock") at the then-market price at the time of issuance, under and subject to the terms and conditions of the Issuer's Amended & Restated 2009 Equity Compensation Plan (the "Plan").



05/21/2015

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Date