

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>VACZY CATHERINE M</u> (Last) (First) (Middle) <u>C/O NEOSTEM, INC.,</u> <u>420 LEXINGTON AVENUE, SUITE 450</u> (Street) <u>NEW YORK NY 10170</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NeoStem, Inc. [NBS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X 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, par value \$0.001 per share	01/06/2012		A ⁽¹⁾		10,669	A	\$0.52	345,362	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	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
Stock Options (Right to Buy) ⁽²⁾	\$0.52	01/04/2012		A ⁽²⁾		200,000		(2)	01/03/2022	Common Stock, par value \$0.001 per share	200,000	\$0	200,000	D	
Stock Options (Right to Buy) ⁽³⁾	\$0.52	01/06/2012		A ⁽³⁾		150,000		(3)	01/05/2022	Common Stock, par value \$0.001 per share	150,000	\$0	150,000	D	

Explanation of Responses:

- On January 6, 2011 (the "Effective Date"), pursuant to a letter agreement (the "Letter Agreement") entered into between NeoStem, Inc. (the "Company") and Catherine M. Vaczy (the Company's Vice President, Legal and General Counsel) extending Ms. Vaczy's employment agreement with the Company, Ms. Vaczy agreed to accept \$10,000 of the amount of her 2011 bonus remaining payable in shares of the Company's common stock on a net basis, based on the closing price of the Company's common stock on the Effective Date, under and subject to the terms and conditions of the Company's 2009 Equity Compensation Plan (the "2009 Plan").
- On January 4, 2012 (the "Grant Date"), Ms. Vaczy was granted an option to purchase 200,000 shares of the Company's common stock, subject to all of the terms and conditions of the 2009 Plan. This option vested as to one-third of the shares on the Grant Date, and is scheduled to vest as to one-third of the shares on each of January 4, 2013 and January 4, 2014.
- Pursuant to the Letter Agreement, on the Effective Date Ms. Vaczy was granted an option to purchase 150,000 shares of the Company's common stock, subject to all of the terms and conditions of the 2009 Plan. This option is scheduled to vest as to all shares on December 31, 2012, the expiration of the term of the Letter Agreement.

/s/ Catherine M. Vaczy, Esq. 01/06/2012
 ** Signature of Reporting Person Date

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.