

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MYERS STEVEN S</u>  (Last) (First) (Middle) <u>C/O CALADRIUS BIOSCIENCES, INC.</u> <u>106 ALLEN ROAD</u>  (Street) <u>BASKING NJ 07920</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Caladrius Biosciences, Inc. [ CLBS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	05/16/2017		A		2,565 <sup>(1)</sup>	A	\$0	36,159 <sup>(2)</sup>	D	
Common Stock								8,434	I	By Steven S. Myers IRA
Common Stock								802	I	By Spouse
Common Stock								1,954	I	By Steven S. Myers Revocable Trust dated 12/1/2000

**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)					

**Explanation of Responses:**

- Represents an award of 2,565 Restricted Stock Units granted under the Issuer's 2015 Equity Compensation Plan that will vest on May 16, 2018. The shares underlying such Restricted Stock Units will not be delivered to the Reporting Person and may not be transferred or sold until the termination of service.
- Includes 750 shares of unvested restricted stock granted under the Issuer's 2015 Equity Compensation Plan that will vest on June 22, 2017, 1,650 shares of unvested restricted stock granted under the Issuer's 2015 Equity Compensation Plan that will vest on January 9, 2018, 2,565 shares of unvested Restricted Stock Units granted under the Issuer's 2015 Equity Compensation Plan that will vest on May 16, 2018 and 312 shares of unvested restricted stock granted under the Issuer's 2009 Equity Compensation Plan that will vest quarterly through June 2, 2018.

**Remarks:**

Interim Chairman of the Board of Directors

Steven S. Myers, By: /s/ Todd C. Girolamo, Esq., Attorney-in-Fact 05/18/2017

\*\* 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.