# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 3235-0287 OMB Number: Estimated average burden hours per response 0.5

| 1. Name and Address of Reporting Person* $\underline{Preti \ Robert \ A}$ | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>NeoStem, Inc.</u> [ NBS ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner  |  |  |  |  |  |  |  |  |
|---|--|---|--|--|--|--|--|--|--|--|
| (Last) (First) (Middle)<br>C/O NEOSTEM, INC.                              | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/31/2012                     | X Officer (give title Other (specify below) See Remarks   |  |  |  |  |  |  |  |  |
| 420 LEXINGTON AVENUE, SUITE 350   |  | C. Justinished an Iniza(Oneon Eiling (Oheola Anglianhia   |  |  |  |  |  |  |  |  |
| (Street)<br>NEW YORK NY 10170<br>(City) (State) (Zip)                     | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |  |  |  |  |  |  |  |

# Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3)                | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | Disposed Of ( |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported |   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|---|------------------------------|---|---------------|---------------|-------|---|---|---|
|  |  |   | Code                         | v | Amount        | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (   |
| Common stock, \$0.001 par value <sup>(1)</sup> | 12/31/2012                                 |   | A <sup>(1)</sup>             |   | 5,998         | A             | \$0.6 | 1,831,077   | D |   |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date, 5. Number of Derivative 6. Date Exercisable and Expiration Date 7. Title and Amount of Securities 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 10. Ownership Conversion Trans action Security or Exercise (Month/Dav/Year) if anv Code (Instr. Securities (Month/Day/Year) Underlying Security Securities Form: Beneficial Acquired (A) or Disposed Derivative Sec (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) 8) Security (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) Derivative Owned or Indirect of (D) (Instr. 3, 4 and 5) Security Following (I) (Instr. 4) Reported Transaction(s) Amount (Instr. 4) Number Date Expiration Code v (A) (D) Exercisable Date Title of Shares Common Stock Stock, Option **A**<sup>(2)</sup> par valu \$0.001 \$0.62 01/02/2013 300,000 (2)01/01/2023 300,000 \$<mark>0</mark> 300,000 D (Right to Buy)<sup>(2)</sup> per share

## Explanation of Responses:

1. On March 14, 2012, the Compensation Committee of the Issuer's Board of Directors approved an arrangement whereby the Reporting Person shall receive, at his option on a quarterly basis, the amount of his net salary increase effective January 19, 2012 pursuant to his January 2011 employment agreement, through the issuance to him by the Issuer of shares of the Issuer's common stock at the then-market price, under and subject to the terms and conditions of the Issuer's 2009 Amended & Restated Equity Compensation Plan.

2. On January 2, 2013 (the "Grant Date"), the Reporting Person was granted an option to purchase shares of the Issuer's common stock, subject to all of the terms and conditions of the Issuer's 2009 Amended & Restated Equity Compensation Plan. This option vests as follows: as to 20% of the shares on the date of grant, and as to the remaining shares in 20% increments upon the achievement of certain specified business milestones

### **Remarks:**

President and Chief Scientific Officer of Progenitor Cell Therapy, LLC, a wholly-owned subsidiary of the Issuer.

/s/ Catherine M. Vaczy, Esq., Attorney-in-Fact

01/03/2013

\*\* Signature of Reporting Person

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

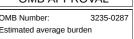
\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* 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



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