

**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                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>BERNSTEIN DREW</u><br><br>(Last) (First) (Middle)<br><u>C/O NEOSTEM, INC.</u><br><u>420 LEXINGTON AVENUE, SUITE 450</u><br><br>(Street)<br><u>NEW YORK NY 10170</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NeoStem, Inc. [ NBS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/29/2012</u>       |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    |   |

**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 |   |  |   |

**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 Option (Right to Buy) <sup>(1)(2)</sup> | \$0.49   | 06/29/2012                           |  | A <sup>(1)(2)</sup>            |   | 18,685   |     | <sup>(1)(2)</sup>  | 06/28/2022      | Common stock, par value \$0.001 per share   | 18,685                                     | <sup>(1)(2)</sup>  | 18,685  | D  |       |

**Explanation of Responses:**

- On May 7, 2012, at a meeting of a committee of the Issuer's Board of Directors, the directors approved an arrangement whereby each of the Issuer's independent directors would receive, at such director's election, either (i) that number of shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock") equal to the full amount of such director's cash fee for the quarterly period ended June 30, 2012, divided by \$0.49, the closing price of the Common Stock on the date of issuance (the "Stock Award"); or (ii) an option to purchase that number of shares of Common Stock equal to the full amount of such independent director's cash fee for the quarterly period ended June 30, 2012, divided by \$0.40, the Black-Scholes value of such option on the date of grant, vesting fully on the date of grant (the "Option Grant") in lieu of the quarterly cash fee.
- The quarterly cash fee for each of the Issuer's independent directors is \$7,500. The Stock Award and the Option Grant were each issued under and subject to the terms and conditions of the Issuer's 2009 Equity Compensation Plan.

Drew Bernstein By: /s/ Catherine M. Vaczy, Esq., Attorney-in-Fact 07/03/2012

\*\* 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.