FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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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

1. Name and Address of Reporting Person*  Potter Stephen W						2. Issuer Name and Ticker or Trading Symbol NeoStem, Inc. [ NBS ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  V Officer (give title Other (specify						
	C/O NEOSTEM, INC.							3. Date of Earliest Transaction (Month/Day/Year) 08/01/2014								X Officer (give title Other (specify below)  Executive Vice President				
420 LEXINGTON AVENUE, SUITE 350  (Street)  NEW YORK NY 10170					4. If	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						
(City)	(Sta		Zip)		<u> </u>															
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transa Date (Month/D					action	tion 2A. Deemed Execution Date,		3. Transac Code (li 8)	4. Securiti Disposed (Instr. 5)		ties Acquired (A) or I Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially		Form	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common stock, par value \$0.001 per share 08/01.						/2014		A <sup>(1)</sup>		6,303	6,303 A		12,	2,835		D				
		T	able II - I									or Bene ole secu		Owned				·		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	ise (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Date,	4. Transaction Code (Instr. 8)				6. Date Exercisable a Expiration Date (Month/Day/Year)		•	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	re Oes Feally Door (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares							
Stock Option (right to purchase) <sup>(1)</sup>	\$6.21	08/01/2014			A <sup>(1)</sup>		25,000		08/01/201	4 0	07/31/2024	Common Stock, par value \$0.001 per share	25,000	\$0	25,00	0	D			

## **Explanation of Responses:**

1. On August 1, 2014, the Reporting Person was granted an option (the "Option") to purchase 25,000 shares of the Issuer's common stock (the "Option Shares"), \$.001 par value (the "Common Stock"), subject to all terms and conditions of the Issuer's 2009 Amended & Restated Equity Compensation Plan (the "Plan"). Also on August 1, 2014, the Reporting Person was granted an award of 6,303 shares of Common Stock (the "Shares"), subject to all of the terms and conditions of the Plan. The Option and Shares were fully vested upon grant and the withholding taxes associated with the Shares are being paid by the Company. The award was approved by the Compensation Committee as a bonus for the successful completion of the acquisition of California Stem Cell, Inc. ("CSC") by the Issuer.

/s/ Catherine M. Vaczy, Esq.,

Attorney-in-Fact

\*\* Signature of Reporting Person

08/01/2014

Date

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

- $^{\star}$  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.