SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*
 DUIGNAN CHRISTOPHER C

 (Last) (First) (Middle)
 C/O NEOSTEM, INC.
 420 LEXINGTON AVENUE, SUITE 450
 (Street)
 NEW YORK NY 10170
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 NeoStem, Inc. [NBS]

 3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2009

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director — 10% Owner
 X Officer (give title below) — Other (specify below)
 Vice President, Finance

 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			

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	Amount or Number of Shares				
Stock Options (right to buy)	$1.72	11/30/2009		A		250,000		(1)	11/29/2019	Common Stock, par value $0.001 per share	250,000	$0	250,000	D	

Explanation of Responses:

1. On November 30, 2009 (the "Grant Date"), the commencement date of his employment with NeoStem, Inc. (the "Company"), the reporting person was granted an option to purchase 250,000 shares of the Company's common stock under the Company's 2009 Equity Compensation Plan (the "2009 ECP"). The option is scheduled to vest and become exercisable (i) as to 25,000 shares on the Grant Date, (ii) as to 25,000 shares upon the achievement of a certain business milestone, (iii) as to 100,000 shares on the one year anniversary of the Grant Date and (iv) as to 100,000 shares on the two year anniversary of the Grant Date. The option is subject to all the terms and conditions of the 2009 ECP.

Remarks:

/s/ Christopher Duignan — 11/30/2009

** 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.