

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* <u>Zhang Jian M</u>  (Last) (First) (Middle) 859 PANXU ROAD,CANGLANG DISTRICT  (Street) SUZHOU CITY, JIANGSU PROVINCE F4 215002  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/30/2009	3. Issuer Name and Ticker or Trading Symbol <u>NeoStem, Inc.</u> [ NBS ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/03/2009
		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	3,047,432 <sup>(1)</sup>	I	By corporation

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Explanation of Responses:

1. This amendment is being filed to correct the number of securities reported as beneficially owned on the reporting person's original Form 3. The previous balance reported includes 634,152 shares claimed to be agreed to be transferred by certain entities to Fullbright Finance Limited, a corporation organized in the British Virgin Islands ("Fullbright"). These entities have no agreement with Fullbright and will not transfer these shares to Fullbright. Accordingly, Fullbright has no beneficial ownership in such 634,152 shares.

## Remarks:

General Manager of Suzhou Erye Pharmaceuticals Company Ltd.

Jiang Zhang, By:/s/ Kevin K. Tung, Attorney-in-fact 11/27/2009

\*\* 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 5 (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.