FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Q .

NeoStem, Inc. [NBS]

10/29/2009

0140	4 DDD 0\ (4.1	
OMB	APPROVAL	

OMB Number: 3235-0287 Estimated average burden

0.5

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).

1. Name and Address of Reporting Person*

(First)

420 LEXINGTON AVENUE, SUITE 450

NY

(State)

(Middle)

10170

(Zip)

Smith Robin L

C/O NEOSTEM, INC.

(Last)

(Street)

(City)

NEW YORK

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

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

	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
X	Director	10% Owner										
X	Officer (give title below)	Other (specify below)										
1	CEO and Chairman of the Board											

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by More than One Reporting Person

Form filed by One Reporting Person

hours per response:

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock, \$0.001 par value per share	10/30/2009		J ⁽¹⁾		74,939	A	(1)	797,683	D			
Common Stock, \$0.001 par value per share	10/30/2009		A ⁽²⁾		175,000	Α	\$0	972,683	D			

4. If Amendment, Date of Original Filed (Month/Day/Year)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(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. Transa Code (8)	action (Instr.	Derivative		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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
											Amount or		Transaction(s)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares		(Instr. 4)		
Stock Options (right to buy)	\$2.04	10/29/2009		A ⁽³⁾		750,000		(3)	10/28/2019	Common Stock, par value \$0.001 per share	750,000	\$0	750,000	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D ⁽⁴⁾			20,000	(5)	01/25/2014	Common Stock, par value \$0.001 per share	20,000	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A ⁽⁴⁾		20,000		(5)	01/25/2014	Common Stock, par value \$0.001 per share	20,000	(4)	20,000	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D ⁽⁴⁾			2,000	(6)	02/05/2014	Common Stock, par value \$0.001 per share	2,000	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A ⁽⁴⁾		2,000		(6)	02/05/2014	Common Stock, par value \$0.001 per share	2,000	(4)	2,000	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D ⁽⁴⁾			2,500	(7)	06/01/2011	Common Stock, par value \$0.001 per share	2,500	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A ⁽⁴⁾		2,500		(7)	06/01/2011	Common Stock, par value \$0.001 per share	2,500	(4)	2,500	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D ⁽⁴⁾			927	(8)	08/29/2011	Common Stock, par value \$0.001 per share	927	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A ⁽⁴⁾		927		(8)	08/29/2011	Common Stock, par value \$0.001 per share	927	(4)	927	D	

	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. Transa Code 8)				6. Date Exerc Expiration Day/\(Month/Day/\)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following	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		Reported Transaction(s) (Instr. 4)		
Stock Options (right to buy)	\$5.3	10/30/2009		D ⁽⁹⁾			10,000	(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		10,000		(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$8	10/30/2009		D ⁽⁹⁾			10,000	(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		10,000		(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$10	10/30/2009		D ⁽⁹⁾			10,000	(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		10,000		(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$16	10/30/2009		D ⁽⁹⁾			12,000	(11)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		12,000		(11)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	12,000	D	
Stock Options (right to buy)	\$25	10/30/2009		D ⁽⁹⁾			12,000	(12)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		12,000		(12)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	12,000	D	
Stock Options (right to buy)	\$6	10/30/2009		D ⁽⁹⁾			10,000	(13)	12/04/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		10,000		(13)	12/04/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$6	10/30/2009		D ⁽⁹⁾			5,000	(14)	12/04/2016	Common Stock, par value \$0.001 per share	5,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		5,000		(14)	12/04/2016	Common Stock, par value \$0.001 per share	5,000	(9)	5,000	D	
Stock Options (right to buy)	\$ 5	10/30/2009		D ⁽⁹⁾			55,000	(15)	01/17/2017	Common Stock, par value \$0.001 per share	55,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		55,000		(15)	01/17/2017	Common Stock, par value \$0.001 per share	55,000	(9)	55,000	D	
Stock Options (right to buy)	\$4.95	10/30/2009		D ⁽⁹⁾			150,000	(16)	09/26/2017	Common Stock, par value \$0.001 per share	150,000	(9)	0	D	

	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. Transa Code (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)		d 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	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 (Instr. 4) Number of Shares				
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		150,000		(16)	09/26/2017	Common Stock, par value \$0.001 per share	150,000	(9)	150,000	D	
Stock Options (right to buy)	\$4.95	10/30/2009		D ⁽⁹⁾			100,000	(17)	09/26/2017	Common Stock, par value \$0.001 per share	100,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽⁹⁾		100,000		(17)	09/26/2017	Common Stock, par value \$0.001 per share	100,000	(9)	100,000	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽¹⁸⁾		229,678		10/30/2009	10/29/2016	Common Stock, par value \$0.001 per share	229,678	\$0	229,678	D	

Explanation of Responses:

- 1. The reporting person received 74,939 shares of common stock, \$0.001 par value per share ("Common Stock"), of NeoStem, Inc. (the "Company") in exchange for 389,966 shares of common stock, par value \$0.01, of China Biopharmaceuticals Holdings, Inc. ("CBH") on October 30, 2009 in connection with the merger (the "Merger") of CBH with and into CBH Acquisition LLC, a wholly-owned subsidiary of the Company, at an exchange ratio of 0.1921665. On the effective date of the Merger, the closing price of the Company's common stock was \$1.90 per share, and the closing price of CBH's common stock was \$0.30 per share.
- 2. The reporting person was granted 175,000 shares of Common Stock on October 30, 2009, the effective date of the Merger, pursuant and subject to the Company's 2009 Equity Compensation Plan (the "2009 Plan"). These shares vested in full on the date of grant.
- 3. The reporting person was granted an option to purchase 750,000 shares of Common Stock on October 29, 2009, pursuant and subject to the 2009 Plan. The option is scheduled to vest as to 250,000 shares on the achievement of a specified business milestone, as to an additional 250,000 shares on July 8, 2010 and as to the remaining 250,000 shares on July 8, 2011.
- 4. Each pair of reported transactions involved an amendment to the exercise price of an outstanding warrant to purchase shares of Common Stock, resulting in the deemed cancellation of the "old" warrant and the issuance of a replacement warrant. In each case the expiration date has been maintained. The amendment to the exercise price was effected pursuant to approval received from the Company's stockholders ("Stockholder Approval") at its Special Meeting of Stockholders held on October 29, 2009 (the "Special Meeting") and as described in the Company's Proxy Statement/Prospectus on Form S-4/A filed with the Securities and Exchange Commission on October 6, 2009 (the "Form S-4").
- 5. The warrant was acquired on January 26, 2007 in a private placement and was fully exercisable as of that date.
- 6. The warrant was acquired on February 6, 2007 in a private placement and was fully exercisable as of that date.
- 7. The warrant was acquired on June 2, 2006 and was fully exercisable as of that date.
- 8. The warrant was acquired on August 30, 2006 and was fully exercisable as of that date.
- 9. Each pair of reported transactions involved an amendment of the exercise price of an option outstanding under the Company's 2003 Equity Participation Plan (the "2003 Plan"), resulting in the deemed cancellation of the "old" option and the grant of a replacement option pursuant and subject to the 2003 Plan, as amended. In each case the expiration date and vesting schedule have been maintained. The amendment to the exercise price was effected pursuant to Stockholder Approval received at the Special Meeting and as described in the Form S-4.
- 10. The option was granted on June 2, 2006 and vested in its entirety on the date of grant.
- 11. The option was granted on June 2, 2006 and vested on June 2, 2007.
- 12. The option was granted on June 2, 2006 and vested on June 2, 2008.
- 13. The option was granted on December 5, 2006 and vested in its entirety upon the date of grant.
- 14. The option was granted on December 5, 2006 and vested on August 9, 2007.
- 15. The option was granted on January 18, 2007 and vested as to (i) 25,000 shares upon the first closings of the Company's January 2007 private placement, (ii) 15,000 shares on June 30, 2007 and (iii) 15,000 shares on December 31, 2007.
- 16. The option was granted on September 27, 2007 and vested in its entirety on the date of grant.
- 17. The option was granted on September 27, 2007 and vested in its entirety on October 30, 2009, upon the consummation of the Merger.
- 18. Effective on October 30, 2009, the reporting person was granted an option to purchase 229,678 shares of common stock of the Company, pursuant and subject to the 2009 Plan and Stockholder Approval received at the Special Meeting to issue discretionary grants in connection with the option repricing as described in the Form S-4. This option vested in its entirety on the date of grant.

Remarks:

Robin L. Smith, By: /s/
Catherine M. Vaczy, Esq., 11/02/2009

Attorney-in-Fact

** 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.