FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Washington, D.C. 20040 |  |
|------------------------|--|
|                        |  |
|                        |  |

| OMB APPROVAL |
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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

|  |   |   |                        |  | UI Jeci  |   | oi tile | IIIVC3uIICIII  | company Ac          | 01 1540   |   |   |  |   |  |  |
|--|---|---|------------------------|--|--|---|---------|--|---------------------|---|---|---|--|---|--|--|
| Name and Address of Reporting Person*  NAM: Projection |   |   |                        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol NeoStem, Inc. [ NBS ] |  |   |         |  |                     |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |  |   |  |  |
| Wei Eric   |   |   |                        | -  |  | ,   |         |  |                     |   | 2   | Director  | r  | 10% Ow  | ner  |  |
| (Last) (First) (Middle) C/O NEOSTEM, INC.              |   |   |                        |  |  | 3. Date of Earliest Transaction (Month/Day/Year) 11/04/2009 |         |  |                     |   |   | Officer below)  | (give title  | Other (s<br>below)  | pecify   |  |
| 420 LEXINGTON AVENUE, SUITE 450                        |   |   |                        |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |   |         |  |                     |   | 6 In  | 6. Individual or Joint/Group Filing (Check Applicable |  |   |  |  |
|  |   |   |                        | — I "  |  |   |         | , original in  | 04 (111011411)      | ay, . oa. ,   | Line  |   | o o. oap   | ng (Grison) ipp   |  |  |
| (Street)   |   |   |                        |  |  |   |         |  |                     |   |   | √ Form fil  | led by One Re  | eporting Person   |  |  |
| NEW YO   | ORK N   | Y   | 10170                  |  |  |   |         |  |                     |   |   |   | Form filed by More than One Reporting Person   |   |  |  |
| (City)   | (S  | tate)   | (Zip)                  |  |  |   |         |  |                     |   |   |   |  |   |  |  |
|  |   | Ta  | ble I - Non-D          | erivati  | ve Se  | curities  | s Ac    | quired, D  | isposed (           | of, or Be   | neficially  | Owned   |  |   |  |  |
| Date   |   |   |                        | e<br>nth/Day/Year)   |  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year  |         | e, Transaction Disposed Code (Instr.                           |                     | ities Acquired (A) or<br>d Of (D) (Instr. 3, 4 an   |   | Beneficia<br>Owned Fe                                 | s Forn<br>ally (D) o<br>ollowing (I) (Ir   | orm: Direct    <br> ) or Indirect    <br> (Instr. 4)   (          | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership                |  |
|  |   |   |                        |  |  |   |         | Code   | Amount              | (A) o   | r<br>Price  | Reported<br>Transacti<br>(Instr. 3 a                  | on(s)  |   | (Instr. 4)   |  |
|  |   |   | Table II - Dei<br>(e.ç |  |  |   |         | uired, Dis<br>, options  |                     |   |   | Owned   | •  | ,   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | rcise (Month/Day/Year) if any<br>f<br>tive (Month/Day/Year) |                        | 4.<br>Transaction<br>Code (Instr.<br>8)                                  |  | Derivative  |         | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                     | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |   |                        |  | Code   | v   | (A)     | (D)  | Date<br>Exercisable | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of Shares                   |  | Transaction(s)  | '  |  |
| Stock<br>Options<br>(right to<br>buy)                  | \$1.66  | 11/04/2009  |                        | A  |  | 150,000   |         | (1)  | 11/03/2019          | Common<br>Stock,<br>par value<br>\$0.001<br>per share   | 150,000   | \$0   | 150,000  | D   |  |  |

### **Explanation of Responses:**

1. On November 4, 2009, the date of grant ("Grant Date"), the reporting person was granted an option to purchase 150,000 shares of common stock of NeoStem, Inc. (the "Company") pursuant and subject to the Company's 2009 Equity Compensation Plan. This option vests as to 50,000 shares on each of the first, second and third anniversaries of the Grant Date.

#### Remarks:

Eric H. C. Wei, By: /s/
Catherine M. Vaczy, Esq.,

11/06/2009

Attorney-in-Fact

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.