

**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).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Smith Robin L</u>  (Last) (First) (Middle) <u>C/O NEOSTEM, INC.</u> <u>420 LEXINGTON AVENUE, SUITE 350</u>  (Street) <u>NEW YORK NY 10170</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NeoStem, Inc. [ NBS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/16/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock, par value \$0.001 per share	01/16/2015		A		39,276 <sup>(1)</sup>	A	(2)	329,410	D	
Common Stock, par value \$0.001 per share	01/16/2015		F		20,117	D	\$3.48	309,293	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. 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
Stock Option (right to purchase)	\$3.73	01/16/2015		D			50,000	(3)	01/01/2025	Common Stock, par value \$0.001 per share	50,000	(2)	250,000	D	

**Explanation of Responses:**

- On January 16, 2015, the reporting person, Robin L. Smith, M.D., entered into an amendment to her employment agreement, as amended (the "Amendment") with NeoStem, Inc. (the "Company"). Pursuant to the terms of the Amendment, the award consists of a grant of 39,276 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"). The award was made pursuant and subject to the terms and conditions of the Company's Amended and Restated 2009 Equity Compensation Plan (the "2009 Plan").
- On January 2, 2015, in connection with a January 1, 2015 amendment to her employment agreement, as amended, Dr. Smith was granted an option to purchase 300,000 shares of Common Stock, pursuant and subject to the terms and conditions of the 2009 Plan (the "Option"). Pursuant to the terms of the Amendment, the award described in footnote 1 was made in exchange for the rescission of a portion of the Option, such Option being reduced to an option to purchase 250,000 shares of Common Stock. The award of Common Stock described in footnote 1 has a Black-Scholes value equal to the value of the rescinded portion of the Option.
- The Option, as amended, vested as to one-third of the Option shares immediately upon grant, with the remainder of the Option scheduled to vest as to one-third of the Option shares on June 7, 2015 and as to the remaining one-third of the Option shares on December 7, 2015.

/s/ Catherine M. Vaczy, Esq., 01/21/2015  
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.