

| OMB APPROVAL | |
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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

| | | |
|---|---|---|
| 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>Chairman of the Board and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2013</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, \$0.001 par value | 12/31/2013 | | A ⁽¹⁾ | | 2,093 | A | \$4.845 | 190,648 | D | |
| Common Stock, \$0.001 par value | 01/02/2014 | | A ⁽²⁾⁽³⁾ | | 94,000 | A | \$0 ⁽²⁾⁽³⁾ | 284,648 | 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) ⁽²⁾⁽³⁾ | \$7.77 | 01/02/2014 | | A ⁽²⁾⁽³⁾ | | 131,000 | | ⁽²⁾⁽³⁾ | 01/01/2024 | Common Stock, par value \$0.001 per share | 131,000 | \$0 | 131,000 | D | |

Explanation of Responses:

- Shares purchased pursuant to NeoStem, Inc.'s 2012 Employee Stock Purchase Plan for the period ended December 31, 2013.
- On January 2, 2014 (the "Grant Date"), the Reporting Person was granted an option (the "Option") to purchase shares of the Issuer's common stock (the "Option Shares"), \$0.001 par value (the "Common Stock"), subject to all of the terms and conditions of the Issuer's 2009 Amended & Restated Equity Compensation Plan (the "Plan"). Also on January 2, 2014, the Reporting Person was granted an award of 94,000 restricted shares of Common Stock (the "Shares"), subject to all of the terms and conditions of the Plan.
- The Option and the Shares vest as follows: (i) as to one-sixth of the Option Shares and the Shares on the date of grant, (ii) as to one-sixth of the Option Shares and the Shares on each of the first year, second year and third year anniversaries of the date of grant, (iii) as to one-sixth of the Option Shares and the Shares upon the achievement of a certain specified business milestone; and (iv) as to the remaining one-sixth of the Option Shares and the Shares upon the achievement of an additional certain specified business milestone. With regard to the Shares, the Company agreed to pay total withholding taxes.

Robin L. Smith By: /s/ Catherine M. Vaczy, Esq., Attorney-in-Fact 01/03/2014

** 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.