

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Wei Eric</u> (Last) (First) (Middle) <u>C/O NEOSTEM, INC.</u> <u>420 LEXINGTON AVENUE, SUITE 450</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2012</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	07/20/2012		G ⁽¹⁾		15,306	A	(1)	22,545,180 ⁽²⁾⁽³⁾	I	See footnotes ⁽²⁾⁽³⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On July 20, 2012, Mr. Wei transferred 15,306 shares of common stock, par value \$0.001 per share (the "Common Stock"), of NeoStem, Inc. (the "Company"), owned directly by Mr. Wei to RimAsia Capital Partners Manager, Ltd., a Cayman Islands exempted company ("RimAsia Manager") for no consideration.
- These securities are held as to 22,409,874 shares of Common Stock by RimAsia Capital Partners L.P., a Cayman Islands exempted limited partnership ("RimAsia LP"), and as to 135,306 shares of Common Stock by RimAsia Manager, respectively. The 135,306 shares of Common Stock held by RimAsia Manager consist of (i) the 15,306 shares of Common Stock transferred by Mr. Wei to RimAsia Manager on July 20, 2012, as described in footnote 1, and (ii) 120,000 shares of Common Stock transferred by Mr. Wei to RimAsia Manager on January 12, 2012, which the reporting person's Form 4 dated January 13, 2012 had erroneously reported as having been transferred to RimAsia LP.
- RimAsia Capital Partners GP, L.P., a Cayman Islands exempted limited partnership ("RimAsia GP"), is the general partner of RimAsia LP. RimAsia Manager is the Fund Manager of RimAsia GP and the Manager of RimAsia LP. Mr. Wei is the managing partner of RimAsia LP, an indirect partner of RimAsia GP, a director of RimAsia Capital Partners GP, Ltd. and a director of RimAsia Manager. As a result, Mr. Wei may be deemed to have sole power to vote certain of the securities held by RimAsia LP and RimAsia Manager. Mr. Wei disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, and the inclusion of these securities shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.

Eric H.C. Wei, By: /s/ Catherine M. Vaczy, Esq., Attorney-in-Fact 07/23/2012

** 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.