

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Zhang Jian M</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. Date of Event Requiring Statement (Month/Day/Year) <u>10/30/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>NeoStem, Inc. [ NBS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><u>See Remarks</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	3,681,584 <sup>(1)(2)(3)</sup>	I <sup>(4)</sup>	By corporation <sup>(4)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrant (right to buy)	11/26/2008	11/25/2013	Common Stock, par value \$0.001 per share	400,000 <sup>(3)(5)</sup>	1.75	I <sup>(4)</sup> By corporation <sup>(4)</sup>
Warrant (right to buy)	10/29/2009	10/28/2014	Common Stock, par value \$0.001 per share	640,000 <sup>(3)(6)</sup>	2.5	I <sup>(4)</sup> By corporation <sup>(4)</sup>

**Explanation of Responses:**

- Represents shares of common stock, par value \$0.001 per share ("Common Stock"), of NeoStem, Inc. (the "Company") held by Fullbright Finance Limited, a corporation organized in the British Virgin Islands ("Fullbright") and a wholly-owned subsidiary of Suzhou Erye Economy and Trading Co. Ltd., a limited liability company organized under the laws of the People's Republic of China ("EET"). This number of shares includes (i) 400,000 shares owned by Fullbright prior to the consummation of the merger (the "Merger") of China Biopharmaceuticals Holdings, Inc., a Delaware corporation ("CBH"), with and into CBH Acquisition LLC, a wholly-owned subsidiary of the Company, (ii) 640,000 shares issued to Fullbright upon the conversion of 64,000 shares of the Company's Series D Convertible Redeemable Preferred Stock (the "Series D Stock") on October 29, 2009, (iii) 125,000 shares issued to Fullbright upon the consummation of the Merger, (iv) 1,882,432 shares agreed to be transferred to Fullbright by 2. certain directors and officers of CBH upon consummation of the Merger, and (v) 634,152 shares agreed to be transferred to Fullbright by certain entities immediately upon consummation of the Merger.
- Fullbright acquired 400,000 units in a November 2008 private placement transaction with the Company (the "November 2008 Private Placement"), with each unit consisting of one share of Common Stock and one five-year warrant to purchase one share of Common Stock. Fullbright also acquired 64,000 shares of Series D Stock and warrants to purchase 640,000 shares of Common Stock in a June/July 2009 private placement transaction with the Company (the "June/July 2009 Private Placement"). The units acquired in the November 2008 Private Placement and the Series D stock and warrants acquired in the June/July 2009 Private Placement were pledged to RimAsia Capital Partners, L.P., and, thereafter, to the Company and Suzhou Erye Pharmaceuticals Company Ltd.
- Madam Zhang and Mr. Shi Mingsheng are the principal shareholders of EET, which owns 100% of the shares of Fullbright and, as a result, Madam Zhang and Mr. Shi Mingsheng possess shared power to vote and to dispose of the securities of the Company held by Fullbright. Accordingly, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Madam Zhang is deemed to beneficially own the securities reported herein. Madam Zhang disclaims beneficial ownership of the securities reported herein, except to the extent of her pecuniary interest in Fullbright, if any.
- Represents shares of Common Stock underlying warrants acquired by Fullbright in the November 2008 Private Placement.
- Represents shares of Common Stock underlying warrants acquired by Fullbright in the June/July 2009 Private Placement.

**Remarks:**

General Manager of Suzhou Erye Pharmaceuticals Company Ltd.

Jian Zhang, By: /s/ Catherine M. Vaczy, Esq., Attorney-in-Fact 11/03/2009

\*\* 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 5 (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.

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