

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Pecora Andrew L</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) Director 10% Owner Officer (give title below) Other (specify below)  X See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	10/17/2011		j <sup>(1)</sup> (5)		32,852 <sup>(1)</sup>	A	\$1.466 <sup>(2)</sup>	1,955,504	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
Common Stock Warrants (right to buy)	\$1.466	10/17/2011		j <sup>(3)</sup> (5)		10,575 <sup>(3)</sup>		10/17/2011	10/16/2018	Common Stock, par value \$0.001 per share	10,575	\$1.063 <sup>(4)</sup>	10,575	D	

**Explanation of Responses:**

- Represents, as a result of his former equity ownership in Amorcyte, Inc. ("Amorcyte"), the reporting person's portion of the shares of common stock (the "Base Stock Consideration"), par value \$0.001 per share, of NeoStem, Inc. (the "Issuer"), issued in connection with the merger (the "Amorcyte Merger") of Amo Acquisition Company I, Inc., a newly-formed wholly-owned subsidiary of the Issuer ("Subco"), with and into Amorcyte, with Amorcyte surviving as a wholly-owned subsidiary of the Issuer, in accordance with the terms of the Agreement and Plan of Merger, dated as of July 13, 2011 (the "Amorcyte Merger Agreement"), among the Issuer, Amorcyte, Subco and Amo Acquisition Company II, LLC. The Amorcyte Merger closed on October 17, 2011. The Base Stock Consideration is currently being held in escrow pending post-closing adjustments, including in connection with any indemnification claims of the Issuer.
- Pursuant to the Amorcyte Merger Agreement, the Base Stock Consideration was valued at \$1.466 per share, the average of the closing prices of the Issuer's common stock for the 10 trading days immediately preceding the execution thereof.
- Represents, as a result of his former equity ownership in Amorcyte, the reporting person's portion of the warrants to purchase shares of the Issuer's common stock (the "Series AMO Warrants"), issued in connection with the Amorcyte Merger.
- Pursuant to the Amorcyte Merger Agreement, each Series AMO Warrant was valued at \$1.063.
- The Amorcyte Merger Agreement additionally provides that the former equityholders of Amorcyte (of which the reporting person is one) have the right to receive additional shares of Issuer common stock (the "Contingent Shares"), which will be issued only if certain business milestones specified in the Amorcyte Merger Agreement are accomplished. The reporting person's interest in any Contingent Shares that may become issuable following the Closing Date became fixed and irrevocable on October 17, 2011, the Closing Date of the Amorcyte Merger.

**Remarks:**

The reporting person is Chief Medical Officer of the Issuer. In addition, the reporting person is Chief Medical Officer of Progenitor Cell Therapy, LLC and Chief Scientific Officer of Amorcyte, Inc., each of which entities being a wholly-owned subsidiary of the Issuer.

Andrew L. Pecora, By: /s/ Catherine M. Vaczy, Esq., Attorney-in-Fact 10/27/2011  
 \*\* 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.