

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Smith Robin 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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2009</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 per share	10/30/2009		J <sup>(1)</sup>		74,939	A	(1)	797,683	D	
Common Stock, \$0.001 par value per share	10/30/2009		A <sup>(2)</sup>		175,000	A	\$0	972,683	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	Amount or Number of Shares				
Stock Options (right to buy)	\$2.04	10/29/2009		A <sup>(3)</sup>		750,000		(3)	10/28/2019	Common Stock, par value \$0.001 per share	750,000	\$0	750,000	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D <sup>(4)</sup>			20,000	(5)	01/25/2014	Common Stock, par value \$0.001 per share	20,000	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A <sup>(4)</sup>		20,000		(5)	01/25/2014	Common Stock, par value \$0.001 per share	20,000	(4)	20,000	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D <sup>(4)</sup>			2,000	(6)	02/05/2014	Common Stock, par value \$0.001 per share	2,000	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A <sup>(4)</sup>		2,000		(6)	02/05/2014	Common Stock, par value \$0.001 per share	2,000	(4)	2,000	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D <sup>(4)</sup>			2,500	(7)	06/01/2011	Common Stock, par value \$0.001 per share	2,500	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A <sup>(4)</sup>		2,500		(7)	06/01/2011	Common Stock, par value \$0.001 per share	2,500	(4)	2,500	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D <sup>(4)</sup>			927	(8)	08/29/2011	Common Stock, par value \$0.001 per share	927	(4)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A <sup>(4)</sup>		927		(8)	08/29/2011	Common Stock, par value \$0.001 per share	927	(4)	927	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	Amount or Number of Shares				
Stock Options (right to buy)	\$5.3	10/30/2009		D <sup>(9)</sup>			10,000	(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		10,000		(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$8	10/30/2009		D <sup>(9)</sup>			10,000	(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		10,000		(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$10	10/30/2009		D <sup>(9)</sup>			10,000	(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		10,000		(10)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$16	10/30/2009		D <sup>(9)</sup>			12,000	(11)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		12,000		(11)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	12,000	D	
Stock Options (right to buy)	\$25	10/30/2009		D <sup>(9)</sup>			12,000	(12)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		12,000		(12)	06/01/2016	Common Stock, par value \$0.001 per share	12,000	(9)	12,000	D	
Stock Options (right to buy)	\$6	10/30/2009		D <sup>(9)</sup>			10,000	(13)	12/04/2016	Common Stock, par value \$0.001 per share	10,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		10,000		(13)	12/04/2016	Common Stock, par value \$0.001 per share	10,000	(9)	10,000	D	
Stock Options (right to buy)	\$6	10/30/2009		D <sup>(9)</sup>			5,000	(14)	12/04/2016	Common Stock, par value \$0.001 per share	5,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		5,000		(14)	12/04/2016	Common Stock, par value \$0.001 per share	5,000	(9)	5,000	D	
Stock Options (right to buy)	\$5	10/30/2009		D <sup>(9)</sup>			55,000	(15)	01/17/2017	Common Stock, par value \$0.001 per share	55,000	(9)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(9)</sup>		55,000		(15)	01/17/2017	Common Stock, par value \$0.001 per share	55,000	(9)	55,000	D	
Stock Options (right to buy)	\$4.95	10/30/2009		D <sup>(9)</sup>			150,000	(16)	09/26/2017	Common Stock, par value \$0.001 per share	150,000	(9)	0	D	

