

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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* <b>VACZY CATHERINE M</b>  (Last) (First) (Middle) <b>C/O NEOSTEM, INC.</b> <b>420 LEXINGTON AVENUE, SUITE 450</b>  (Street) <b>NEW YORK NY 10170</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NeoStem, Inc. [ NBS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP and General Counsel</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/29/2009</b>	
	4. 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 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, \$0.001 par value per share	10/30/2009		A <sup>(1)</sup>		150,000	A	\$0	334,693	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>(2)</sup>		100,000		(2)	10/28/2019	Common Stock, par value \$0.001 per share	100,000	\$0	100,000	D	
Common Stock Warrants (right to buy)	\$8	10/30/2009		D <sup>(3)</sup>			2,000	(4)	02/05/2014	Common Stock, par value \$0.001 per share	2,000	(3)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A <sup>(3)</sup>		2,000		(4)	02/05/2014	Common Stock, par value \$0.001 per share	2,000	(3)	2,000	D	
Stock Options (right to buy)	\$10	10/30/2009		D <sup>(5)</sup>			1,500	(6)	04/19/2015	Common Stock, par value \$0.001 per share	1,500	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		1,500		(6)	04/19/2015	Common Stock, par value \$0.001 per share	1,500	(5)	1,500	D	
Stock Options (right to buy)	\$6	10/30/2009		D <sup>(5)</sup>			7,500	(7)	07/19/2015	Common Stock, par value \$0.001 per share	7,500	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		7,500		(7)	07/19/2015	Common Stock, par value \$0.001 per share	7,500	(5)	7,500	D	
Stock Options (right to buy)	\$6	10/30/2009		D <sup>(5)</sup>			2,000	(8)	12/21/2015	Common Stock, par value \$0.001 per share	2,000	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		2,000		(8)	12/21/2015	Common Stock, par value \$0.001 per share	2,000	(5)	2,000	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>(5)</sup>			10,000	(9)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		10,000		(9)	06/01/2016	Common Stock, par value \$0.001 per share	10,000	(5)	10,000	D	
Stock Options (right to buy)	\$6	10/30/2009		D <sup>(5)</sup>			5,000	(10)	12/04/2016	Common Stock, par value \$0.001 per share	5,000	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		5,000		(10)	12/04/2016	Common Stock, par value \$0.001 per share	5,000	(5)	5,000	D	
Stock Options (right to buy)	\$6	10/30/2009		D <sup>(5)</sup>			10,000	(11)	12/04/2016	Common Stock, par value \$0.001 per share	10,000	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		10,000		(11)	12/04/2016	Common Stock, par value \$0.001 per share	10,000	(5)	10,000	D	
Stock Options (right to buy)	\$4.95	10/30/2009		D <sup>(5)</sup>			15,000	(12)	09/26/2017	Common Stock, par value \$0.001 per share	15,000	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		15,000		(12)	09/26/2017	Common Stock, par value \$0.001 per share	15,000	(5)	15,000	D	
Stock Options (right to buy)	\$4.95	10/30/2009		D <sup>(5)</sup>			10,000	(13)	09/26/2017	Common Stock, par value \$0.001 per share	10,000	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		10,000		(13)	09/26/2017	Common Stock, par value \$0.001 per share	10,000	(5)	10,000	D	
Stock Options (right to buy)	\$4.95	10/30/2009		D <sup>(5)</sup>			10,000	(14)	09/26/2017	Common Stock, par value \$0.001 per share	10,000	(5)	0	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(5)</sup>		10,000		(14)	09/26/2017	Common Stock, par value \$0.001 per share	10,000	(5)	10,000	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A <sup>(15)</sup>		53,955		10/30/2009	10/29/2016	Common Stock, par value \$0.001 per share	53,955	\$0	53,955	D	

**Explanation of Responses:**

- Effective on October 30, 2009, the date of grant and the effective date of the merger (the "Merger") of China Biopharmaceuticals Holdings, Inc. with and into CBH Acquisition LLC, a wholly-owned subsidiary of the Company, the reporting person was granted 150,000 shares of common stock, \$0.001 par value per share ("Common Stock"), of NeoStem, Inc. (the "Company") pursuant and subject to the Company's 2009 Equity Compensation Plan (the "2009 Plan"). The grant of shares vested in full on the date of grant.
- Effective on October 29, 2009, the date of grant, the reporting person was granted an option to purchase 100,000 shares of Common Stock pursuant and subject to the 2009 Plan. The option vests in its entirety on July 8, 2010.
- Each pair of reported transactions involved an amendment to the exercise price of an outstanding warrant to purchase shares of the Company's Common Stock, resulting in the deemed cancellation of the "old" warrant and the issuance of a replacement warrant. In each case the expiration date has been maintained. The amendment to the exercise price was effected pursuant to approval received from the Company's stockholders ("Stockholder Approval") at its Special Meeting of Stockholders held on October 29, 2009 (the "Special Meeting") and as described in the Company's Proxy Statement/Prospectus on Form S-4/A filed with the Securities and Exchange Commission on October 6, 2009 (the "Form S-4").
- The warrant was acquired on February 6, 2007 and was fully exercisable as of that date.
- Each pair of reported transactions involved an amendment of the exercise price of an option outstanding under the Company's 2003 Equity Participation Plan (the "2003 Plan"), resulting in the deemed cancellation of the "old" option and the grant of a replacement option pursuant and subject to the 2003 Plan, as amended. In each case the expiration date and vesting schedule have been maintained. The amendment to the exercise price was effected pursuant to Stockholder Approval received at the Special Meeting and as described in the Form S-4.
- The option was granted on April 20, 2005 and became fully vested as of June 2, 2006.
- The option was granted on July 20, 2005 and became fully vested as of June 2, 2006.
- The option was granted on December 22, 2005 and vested in its entirety on the date of grant.
- The option was granted on June 2, 2006 and became fully vested on October 31, 2008.
- The option was granted on December 5, 2006 and became fully vested upon the closing of the Company's August 2007 public offering.
- The option was granted on December 5, 2006 and became fully vested on April 25, 2007.

12. The option was granted on September 27, 2007 and vested in its entirety on the date of grant.

13. The option was granted on September 27, 2007 and became fully vested on November 12, 2007, upon the achievement of a specific business milestone.

14. The option was granted on September 27, 2007 and became fully vested on October 30, 2009, upon the consummation of the Merger.

15. Effective on October 30, 2009, the reporting person was granted an option to purchase 53,955 shares of common stock of the Company, pursuant and subject to the 2009 Plan and Stockholder Approval received at the Special Meeting to issue discretionary grants in connection with the option repricing as described in the Form S-4. This option vested in its entirety on the date of grant.

**Remarks:**

/s/ Catherine M. Vaczy, Esq.

11/02/2009

\*\* 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 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.**