

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>Zhang Ian</u> (Last) (First) (Middle) C/O NEOSTEM, INC. 420 LEXINGTON AVENUE, SUITE 450 (Street) NEW YORK NY 10170 (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 Remark (1)
	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2010	
	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 ⁽¹⁾	09/01/2010		A		10,000	A	\$0	10,000	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					
Warrants (right to buy) ⁽²⁾	\$1.65	09/01/2010		A		600,000		(2)	08/31/2020	Common Stock, par value \$0.001 per share	\$0	600,000	D	

Explanation of Responses:

- On September 1, 2010, the commencement date of his employment agreement with NeoStem (China), Inc., a wholly-owned subsidiary of NeoStem, Inc. (the "Company"), the reporting person was granted a restricted stock award for 10,000 shares of common stock, par value \$0.001 per share, of the Company ("Common Stock"), pursuant and subject to the terms and conditions of the Company's 2009 Non-U.S. Based Equity Compensation Plan (the "2009 Non-U.S. Plan"). The forfeiture restrictions on such shares will lapse on March 1, 2011, subject to the reporting person's continued employment.
- On September 1, 2010, the reporting person was granted a warrant to purchase 600,000 shares of Common Stock, pursuant and subject to the terms and conditions of the 2009 Non-U.S. Plan. This warrant is scheduled to vest as to 200,000 shares on each of September 1, 2011, September 1, 2012 and September 1, 2013, subject to the reporting person's continued employment.

Remarks:

(1) President and Managing Director, NeoStem (China), Inc., a wholly-owned subsidiary of NeoStem, Inc. *Executed pursuant to a power of attorney previously filed on September 3, 2010.

Ian Zhang, By: /s/ Catherine M. Vaczy, Esq., Attorney-in-Fact* 09/03/2010

** 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.