

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>BERMAN RICHARD J</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2009</u>	
	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				

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)	\$8	10/30/2009		D ⁽¹⁾			11,364	(1)	08/29/2011	Common Stock, par value \$0.001 per share	11,364	(1)	0	D	
Common Stock Warrants (right to buy)	\$6.1818	10/30/2009		A ⁽¹⁾			11,364	(1)	08/29/2011	Common Stock, par value \$0.001 per share	11,364	(1)	11,364	D	
Stock Options (right to buy)	\$1.9	10/30/2009		A ⁽²⁾			13,387		10/30/2009 10/29/2016	Common Stock, par value \$0.001 per share	13,387	\$0	13,387	D	

Explanation of Responses:

- The two reported transactions involved an amendment to the exercise price of an outstanding warrant to purchase shares of common stock, par value \$0.001, of NeoStem, Inc. (the "Company"), resulting in the deemed cancellation of the "old" warrant and the issuance of a replacement warrant. The expiration date has been maintained. The warrant was acquired by the reporting person on August 30, 2006 and was fully exercisable as of that date. 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").
- Effective on October 30, 2009, the reporting person was granted an option to purchase 13,387 shares of common stock of the Company, pursuant and subject to the Company's 2009 Equity Compensation 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:

Richard J. Berman, By: /s/ Catherine M. Vaczy, Esq., Attorney-in-Fact 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.

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