

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Pecora Andrew L.</u> (Last) (First) (Middle) C/O NEOSTEM, INC. 420 LEXINGTON AVENUE, SUITE 350 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Visionary Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2013</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			

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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to purchase) ⁽¹⁾	\$7.29	08/05/2013		A ⁽¹⁾	27,500			(1)	08/05/2023	Common Stock, par value \$0.001 per share	27,500	\$0	27,500	D

Explanation of Responses:

1. Pursuant to a letter agreement effective August 5, 2013 (the "Grant Date") between NeoStem, Inc. (the "Company") and Andrew L. Pecora, M.D., F.A.C.P. amending Dr. Pecora's employment agreement with the Company, whereby in lieu of serving as Chief Medical Officer of the Company, Dr. Pecora's position and title were changed to Chief Visionary Officer of the Company, on the Grant Date Dr. Pecora was granted an option to purchase 27,500 shares of the Company's common stock, subject to all of the terms and conditions of the Company's Amended and Restated 2009 Equity Compensation Plan. This option vested as to 5,000 shares on the Grant Date, and is scheduled to vest as to 5,000 shares on each of December 31, 2013, December 31, 2014 and 12,500 shares upon a specified business milestone, subject to the reporting person's continued employment.

Andrew L. Pecora By: /s/
Catherine M. Vaczy, Esq., 08/07/2013
Attorney-in-Fact

** 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.