Edgar Filing: WEISSMAN IRVING - Form 4

| WEISSMAN Form 4 | | | | | | | | | | | |
|--|--------------|-------------|---|---|---------------|------------------|-------------------|--|--|----------------------------|--|
| October 01, 2 | 1 / | | | | | | | | | PPROVAL | |
| | | | | URITIES AND EXCHANGE COMMISSION Vashington, D.C. 20549 | | | | | OMB Number: | 3235-0287 | |
| Check this box if no longer subject to Section 16. Form 4 or | | | OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | Expires: January 31 2005 Estimated average burden hours per response 0.5 | | |
| Form 5 obligation may cont <i>See</i> Instru 1(b). | ns Section 1 | 7(a) of the | | ility Hold | ling Com | pany | Act of | e Act of 1934, f 1935 or Sectio 40 | | | |
| (Print or Type F | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> WEISSMAN IRVING | | | 2. Issuer Name and Ticker or Trading Symbol STEMCELLS INC [STEM] | | | | 9 | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Chee | | | | k all applicable) | | | | |
| C/O STEMCELLS, INC., 3155 PORTER DRIVE | | | (Month/Day/Year) 10/01/2009 | | | | | X Director 10% Owner Officer (give title Other (specify below) Other (spe | | | |
| | | | | ndment, Date Original hth/Day/Year) | | | | | | | |
| PALO ALT | O, CA 94304 | | | | | | | Form filed by M Person | Iore than One Re | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecurit | ies Acq | uired, Disposed of | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | any | | | | | | | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| G | | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 10/01/2009 | | | А | 10,000 (1) | А | \$0 | 493,736 | D | | |
| Common Stock | | | | | | | | 105,079 | Ι | family trust <u>(2)</u> | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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) | 4. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | Amou Unde Secur | le and unt of rlying rities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Ownd Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | | | |
| WEISSMAN IRVING C/O STEMCELLS, INC. 3155 PORTER DRIVE PALO ALTO, CA 94304 | Х | | | | | | | |
| Signatures | | | | | | | | |
| /s/ Ken Stratton, attorney-in-fact | 10/01/2009 | | | | | | | |
| **Signature of Reporting Person | | Date | | | | | | |
| Explanation of Responses: | | | | | | | | |

- * 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).
- (1) Anniversary equity grant of 10,000 restricted stock units, vesting 100% on October 1, 2010, the one year anniversary of the grant.
- (2) 105,079 shares held in trust as to which Dr. Weissman disclaims beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.