#### WEISSMAN IRVING

Form 4 January 07, 2013

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WEISSMAN IRVING			2. Issuer Name and Ticker or Trading Symbol STEMCELLS INC [STEM]					5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
(Last)	(First)	(Middle)		Earliest Tra	nsaction							
~.~ ~			(Month/D	•				_X_ Director		6 Owner		
	ELLS, INC., 7		01/03/20	)13				below)	re title Oth below)	er (specify		
GATEWAY	BLVD, STE 1	.40						0010.11)	3610)			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
NEWARK, 0	CA 94560							Form filed by Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction D	ate 2A. Dec	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Yea		on Date, if	Transactio	•			Securities	Form: Direct	Indirect		
(Instr. 3)		any	/D/X/	Code	Disposed	,	/	Beneficially Owned	(D) or	Beneficial		
		(Month)	/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	3)	Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
								Reported	(msu. +)	(111311. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common				Code v	7,669	(D)	\$ 0					
Stock	01/03/2013			A	(1)	A	(1)	115,978 (2)	D			
Common Stock								19,012	I	family trust (3)		
Reminder: Repo	ort on a separate li	ne for each c	lass of secur	rities benefic	cially own	ed dire	ectly or	indirectly.				

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SEC 1474

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	xpiration Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative			Securities				(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date Expiration Exercisable Date	*		or Name Is a se		
									Number		
				Code V	(A) (D)		of				
				Coue v	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

**WEISSMAN IRVING** C/O STEMCELLS, INC. 7707 GATEWAY BLVD, STE 140 NEWARK, CA 94560

X

### **Signatures**

/s/ Ken Stratton, 01/07/2013 Attorney-in-Fact

\*\*Signature of Reporting Person

## **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).
- Quarterly retainer paid to Dr. Weissman in shares of common stock as consideration for his continued service on the Company's **(1)** Scientific Advisory Board.
- (2) Includes anniversary equity grant of 10,000 restricted stock units, vesting 100% on October 1, 2013, the one year anniversary of the grant.
- (3) 10,508 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.

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