### Edgar Filing: STEMCELLS INC - Form 4

OTTANCELLO INC

| Washington, D.C. 20549Number:Check this box<br>if no longer<br>subject to<br>Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESStatuary 31<br>2005Statement of Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.Statement of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or SectionStatement of 1934,<br>20(b) of the Investment Company Act of 1935 or Section   | STEMCELLS INC  |                              |  |  |  |                                     |  |
|--|--|------------------------------|--|--|--|-------------------------------------|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL   Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES MB Number: January 31 2005   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 12(a) of the Securities Exchange Act of 1935 or Section 12(a) of the Securities Exchange Act of 1935 or Section 12(a) of the Securities Exchange Act of 1935 or Section 12(a) of the Securities Exchange Act of 1935 or Section 12(a) of the Public Utility Holding Company Act of 1935 or Section 12(a) of the Securities Exchange Act of 19 |  |                              |  |  |  |                                     |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549OMB<br>Number:<br>January 31<br>20053235-0287<br>Lanuary 31<br>2005STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESOMB<br>Number:<br>January 31<br>2005Statement of the public Utility Holding Company Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>20(b) of the Junctment Company Act of 1040OMB<br>Number:<br>Lanuary 31<br>2005  |  |                              |  |  |  |                                     |  |
| Washington, D.C. 20549 3235-0287   Number: 32005   Section 16. SECURITIES   Form 4 or 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   20(b) of the Immetry Act of 1040  | FORM 4   |                              |  |  |  |                                     |  |
| if no longer<br>subject to<br>Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESExpires:Curund y of<br>2005Form 4 or<br>Form 5<br>obligations<br>may continue.Statement Company Act of 1934,Expires:Curund y of<br>2005Section 16.<br>Form 5<br>obligations<br>may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Expires:Curund y of<br>2005Section 17(a) of the Public Utility Holding Company Act of 1935 or Section0.5  | UNII   |                              |  | COMMISSION   |  | 3235-0287                           |  |
| obligations<br>may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  | if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5 Filed |                              | Estimated a burden hour  |  |  |                                     |  |
| 1(b).  | obligations<br>may continue.<br>See Instruction<br>1(b).               | 17(a) of the Public U        | Jtility Holding Company Act  | of 1935 or Section   | n                                      |                                     |  |
| (Print or Type Responses)  | (Print or Type Responses)  |                              |  |  |  |                                     |  |
| 1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to   KOSHY GEORGE Symbol Issuer   STEMCELLS INC [STEM] 5. Relationship of Reporting Person(s) to  | -  | Symbol                       | -  | · · ·  |  |                                     |  |
| (Check all applicable)   | (Lest) (Eisst)   |                              | . ,  | (Check   | k all applicable                       | )                                   |  |
| (Last) (First) (Middle) 3. Date of Earliest Transaction   (Month/Day/Year) (Month/Day/Year) Director 10% Owner   C/O STEMCELLS, INC., 7707 01/27/2015 Officer (give titleX Other (specify below)   GATEWAY BLVD, STE 140 chief accounting officer  | C/O STEMCELLS, INC.  | (Month/<br>, 7707 01/27/2    | Day/Year)  |  |  |                                     |  |
| (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   | (Street)   |                              | Applicable Line)   |  |  |                                     |  |
| NEWARK, CA 94560 Form filed by More than One Reporting Person  | NEWARK, CA 94560   |                              |  |  | Iore than One Rep                      | porting                             |  |
| (City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>   | (City) (State)   | (Zip) Tak                    | ble I - Non-Derivative Securities A  | cquired, Disposed of   | , or Beneficiall                       | ly Owned                            |  |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) 5. Amount of Securities Beneficially 6. Ownership 7. Nature of Form: Direct Indirect   (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. 4. Securities Acquired 7. Nature of Securities 6. Ownership 7. Nature of Securities   (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Form: Direct (I) Ownership 7. Nature of 7. Na   | Security (Month/Day/   | Year) Execution Date, if any | f Transaction(A) or Disposed of<br>Code (D)<br>) (Instr. 8) (Instr. 3, 4 and 5)<br>(A)<br>or | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Form: Direct<br>(D) or<br>Indirect (I) | Indirect<br>Beneficial<br>Ownership |  |
| Common   O1/27/2015 $F_{(1)}^{(1)}$ 4,388   D   \$   394,700 (2)   D   | 01/2/(2015)  |                              | F(1) 1388 D \$   | 394 700 (2)  | D                                      |                                     |  |
| Common<br>Stock25,067 (3)IBy 401(k)<br>Plan  |  |                              |  | 25,067 <u>(3)</u>  | I                                      | •                                   |  |

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

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 control number.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | Date               | Amou<br>Unde<br>Secur | le and<br>unt of<br>rlying<br>rities<br>. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Ownd<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|---|
|   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares             |   |   |

# **Reporting Owners**

**Reporting Owner Name / Address** 

Director 10% Owner

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

## Signatures

/s/ Ken Stratton, 01/28/2015 attorney-in-fact

\*\*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).
- This is recorded as a Code F disposition because the shares were used by the reporting person to pay a tax liability incurred by him from (1)the delivery of shares incident to the vesting of restricted stock units.

Includes (1) 75,000 restricted stock units, with 25,000 of this vesting on each of May 24, 2015, May 24, 2016, and May 24, 2017; (2) 10,000 restricted stock units vesting on January 27, 2016; (3) 195,000 restricted stock units, with 65,000 of these vesting on each of (2) January 8, 2016, January 8, 2017, and January 8, 2018; and (4) 65,500 restricted stock units with performance based vesting.

(3) Shares held in 401(k) account, in accordance with issuer's employer-match policies.

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.

Relationships

chief accounting officer

Officer Other