Neuralstem, Inc. Form 4/A February 13, 2014

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

1(b).

Common

Common

Stock

Stock

01/24/2014

(Print or Type Responses)

1. Name and Address of Reporting Person *

GARR RICHARD			Symbol					Issuer			
			Neurals	Neuralstem, Inc. [CUR]				(Check all applicable)			
(Last)	(First)	(Middle)		f Earliest T	ransaction			(Sheek all applicable)			
9700 GREAT SENECA HIGHWAY, STE 240			(Month/Day/Year) 01/24/2014					_X_ Director _X_ Officer (give below)		Owner er (specify	
HIGHWAY	1, STE 240								CEO		
	4. If Ame	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			
ROCKVILLE, MD 20850			01/27/2014					Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative So	ecuriti	ies Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/24/2014			M	400,000 (1)	A	\$ 0.5	1,455,327	D		
Common Stock	01/24/2014			F	65,789 (1)	D	\$ 3.04	1,389,538	D		

140,201

(2)

D

3.04

1,249,337

252,000 (3)

D

Ι

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

F

By Spouse

Edgar Filing: Neuralstem, Inc. - Form 4/A

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.

SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Purchase Option (1)	\$ 0.5	01/24/2014		M	400,000	07/28/2005	07/28/2015	Common Stock	400,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GARR RICHARD 9700 GREAT SENECA HIGHWAY STE 240 ROCKVILLE, MD 20850	X		CEO			

Signatures

/s/ Richard Garr 02/13/2014

**Signature of Date
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).
- (1) Represents shares issued / cancelled upon the cashless exercise of an option to purchase 400,000 shares of Common Stock at an exercise price of \$0.50 per share using a fair market value of the Issuer's stock on 1/24/2014 of \$3.04.
- (2) Represents the shares of Common Stock withheld to satisfy the reporting person's tax withholding obligation upon exercise of Common Stock Purchase Option. The deemed disposition of the withheld shares is exempt pursuant to Rule 16b-3.
- (3) Reporting Person disclaims all interest, including pecuniary, of securities. Securities are held in spouse's name as her "sole and separate" property.
- (4) Represents the cashless exercise of an option to purchase shares of Common Stock at an exercise price of \$0.50.

Reporting Owners 2

Edgar Filing: Neuralstem, Inc. - Form 4/A

(5) Right to Buy.

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.