Edgar Filing: Young Rodney KB - Form 4

Young Rodn Form 4	ey KB										
May 19, 201	0										
									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 o	6. STATI	DOX									
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Young Rodney KB			2. Issuer Name and Ticker or Trading Symbol STEMCELLS INC [STEM]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction				(Check all applicable)			
(1			(Month/Day/Year) 05/15/2010					Director 10% Owner X Officer (give title Other (specify below) CFO			
				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PALO ALT	O, CA 94304							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D		n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities I Beneficially (Owned I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	05/15/2010			F	26,667	D	\$ 1.09	274,950 (1)	D		
Common Stock								3,204	I	By 401(k) Plan (2)	

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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	Director	10% Owner	Officer	Other			
Young Rodney KB STEMCELLS, INC. 3155 PORTER DRIVE PALO ALTO, CA 94304			CFO				
Signatures							
/s/ Ken Stratton, attorney-in-fact	05	/19/2010					
<u>**</u> 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) Includes (1) 170,000 restricted stock units, with 56,667 of this grant vesting on each of May 15, 2011, May 15, 2012 and May 15, 2013, and (2) 68,750 restricted stock units, vesting on March 10, 2011.
- (2) 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.