#### TSUKAMOTO ANN

Form 4

January 03, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB ....

Number: 3235-0287 January 31,

**OMB APPROVAL** 

Estimated average burden hours per

Expires:

burden hours per response... 0.5

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

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*
TSUKAMOTO ANN

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

suci

(Last)

PORTER DRIVE

(City)

(First)

(Street)

(State)

C/O STEMCELLS, INC., 3155

(Middle)

(Zip)

3. Date of Earliest Transaction

STEMCELLS INC [STEM]

(Month/Day/Year)

\_\_\_ Director \_\_\_\_\_ 10% Owner

(Check all applicable)

12/31/2006

\_X\_ Officer (give title \_\_\_\_ Other (specify below) VP, Research & Development

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PALO ALTO, CA 94304

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Securities Code (D) Beneficially (Instr. 8) (Instr. 3, 4 and 5) Owned

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Beneficial
Owned Indirect (I) Ownership
Following (Instr. 4) (Instr. 4)
Reported

(A) or le V Amount (D)

Transaction(s) (Instr. 3 and 4)

Common Stock 12/31/2006

<u>J(1)</u>

772 A

27,287

Price

2.65

D

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: TSUKAMOTO ANN - Form 4

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. Transaction Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TSUKAMOTO ANN C/O STEMCELLS, INC. 3155 PORTER DRIVE PALO ALTO, CA 94304

VP, Research & Development

# **Signatures**

Ann Tsukamoto by Iris Brest, Attorney-in-Fact

01/03/2007

\*\*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) The Company's quarterly match of employee contributions to the 401(k) Plan is made in common stock of the Company.

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.

Reporting Owners 2