FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-028							
Estimated average h	nurden							

0.5

hours per response:

Check this box if no longer subject to Section 16. 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

				$\overline{}$															
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)					
										•				X Dire	ector		10% C	wner	
(Fir	(First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year)											Other (specify below)			
MCELLS,	INC.			04/0	J1/21	J14													
7707 GATEWAY BLVD, STE 140				4. If	If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
													Li	- /	#II b O	- D			
K CA	Λ 9	94560												For	m filed by Mo		•		
(St	ate) (	Zip)																	
	Tabl	e I - No	n-Deriv	ative	Sec	uritie	s Acc	quired,	Dis	posed o	f, or	Bene	ficia	ally Own	ed				
Date			Execution Date,						nd Secur Bene Owne	rities ficially ed Following	Forn (D) o	n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership						
							Code	v	Amount			Price	Trans	action(s)			(Instr. 4)		
Common Stock 04/01/				2014		A		9,329(1)		Α	\$ <del>0</del> .	00 2	.12,466		D				
Common Stock															19,012		I	Family Trust <sup>(2)</sup>	
	Та													y Owned	I				
ecurity or Exercise (Month/Day/Year) if any			Date,	Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio	Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. and 4)		unt	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	F	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fire Conversion or Exercise Price of Derivative Conversion or Exercise Price of Derivative Conversion or Exercise Price of Derivative	(First) ( EMCELLS, INC. TEWAY BLVD, STE 140  K CA S  (State) ( Table Security (Instr. 3)  Stock  Table Security (Instr. 3)  Stock  Table Security (Instr. 3)	(First) (Middle)  EMCELLS, INC.  TEWAY BLVD, STE 140  K CA 94560  (State) (Zip)  Table I - Not  Security (Instr. 3)  Stock  Table II - I  Conversion or Exercise Price of Derivative (Month/Day/Year)  Security (Month/Day/Pear)	(First) (Middle)  EMCELLS, INC.  TEWAY BLVD, STE 140  K CA 94560  (State) (Zip)  Table I - Non-Derive  Security (Instr. 3)  2. Transa Date (Month/D  Stock  Table II - Derivati (e.g., pt.  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140   Table I - Non-Derivative  Security (Instr. 3)  Stock  Table II - Derivative Security  Conversion or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (instr. 3)  3. Transaction Date (Month/Day/Year)  A. If Americal A. If A	(First) (Middle)  CMCELLS, INC. TEWAY BLVD, STE 140  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warr  Conversion or Exercise Price of Derivative Security  Security  A. Transaction Date (Month/Day/Year)  Conversion or Exercise Price of Derivative Security  Conversion or Exercise (e.g., puts, calls, warr  (Month/Day/Year)  A. Transaction Code (Instr. 8)  Security  Conversion or Exercise (e.g., puts, calls, warr  Conversion or Exercise (e.g., puts, calls, warr)  Conversion or Exercise (e.g., puts, calls, warr)	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140  Table I - Non-Derivative Securities Accurity (Instr. 3)  Security (Instr. 3)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Security (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Security (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Security (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Security (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140  Table I - Non-Derivative Securities Acquired, Oate (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Oate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  Security  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140   Table I - Non-Derivative Securities Acquired, Disponent (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disponent (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disponent (e.g., puts, calls, warrants, options, comparing the security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent (e.g., puts, calls, warrants, options, comparing (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent (e.g., puts, calls, warrants, options, comparing (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent (e.g., puts, calls, warrants, options, comparing (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent (e.g., puts, calls, warrants, options, comparing (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disponent (Instr. 8)  Date Exercise (Month/Day/Year)  Date Exercise Securities Acquired (A) or Disponent (Month/Day/Year)  Date Date II - Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Page 1 - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Page 2. Conversion or Exercise Price of Price of Perivative Security  2. Conversion (Month/Day/Year)  2. Conversion or Exercise Price of Date (Month/Day/Year)  Price of Date (Month/Day/Year)  Security (Month/Day/Year)  A 1 9,3296  Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, convertib of Code (Instr. 8)  2. Conversion (Month/Day/Year)  A 1 9,3296  Date Exercisable and Expiration Date (Month/Day/Year)  Code (Instr. 8)  Date Exercisable and Expiration Date (Month/Day/Year)  Code (Instr. 8)  Date Exercisable and Expiration Date (Month/Day/Year)  Code (Instr. 8)  Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140  Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3)  Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (D)  Code (Instr. 3)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D)  Code (Instr. 3)  Stock  Table II - Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible security (Instr. 3, 4 and 5)  Date Expiration  Date Expiration	(First) (Middle)  CMCELLS, INC.  TEWAY BLVD, STE 140  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Price of Derivative Securities Acquired (A) or Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired (Disposed Of (D) (Instr. 3)  Table II - Non-Derivative Securiti	(First) (Middle)  (MCELLS, INC.  TEWAY BLVD, STE 140   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 ard 19, 32.9(1))  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 ard 19, 32.9(1))  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Month/Day/Year)  (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion or Exercise Price of Date (Month/Day/Year) (Month/	(First) (Middle)  (Middle)	(First) (Middle) (MCELLS, INC.  TEWAY BLVD, STE 140  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Line)  X. Director Officer (give title below)  X. Form filed by On Form filed by Mon Person  Securities Acquired, Disposed of, or Beneficially Owned  Securities Acquired (A) or Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4 and Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Stock  12. Transaction Date (Month/Day/Year)  Stock  13. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (month/Day/Year)  (Month/Day/Year)  3. Transaction Date (month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  5. Number (Corversion Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned Date (Month/Day/Year)  (Month/Day/Year) Date (Month/Day/Year)  A. So.00 212,466  Date (Month/Day/Year) Date (Month/Day/Year)  A. Amount or Only (Month/Day/Year) Date (Month	(First) (Middle) (Mid	(First) (Middle) (MCELLS, INC. TEWAY BLVD, STE 140  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Conversion Conversion Date (C.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)  A 9,329(1)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired (A) or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired (A) or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired (A) or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired (Bonth/Day/Year)  Table II - Derivative Securities Acquired (A) or Beneficially Owned (Stock)  Table II - Derivative Securities Acquired (A) or Beneficially Owned (Stock)  Table II - Non-Deriv	

## Explanation of Responses:

- 1. Quarterly retainer paid to Dr. Weissman in shares of common stock as consideration for his continued service on the Company's Scientific Advisory Board.
- $2.\ Includes\ 10,\!508\ shares\ held\ in\ trust\ for\ Dr.\ Weissman's\ grandchildren.\ Dr.\ Weissman\ disclaims\ beneficial\ ownership\ of\ such\ shares.$

## Remarks:

/s/Ken Stratton, Attorney-in-

04/03/2014

Fact

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.