

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KOSHY GEORGE</u>  (Last) (First) (Middle) <u>C/O STEMCELLS, INC.</u> <u>3155 PORTER DRIVE</u>  (Street) <u>PALO ALTO CA 94304</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/25/2003</u>	3. Issuer Name and Ticker or Trading Symbol <u>STEMCELLS INC [ STEM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>principal accounting officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/31/2003</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,000	D	
Common Stock	7,017 <sup>(1)</sup>	D	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	07/03/2001 <sup>(2)</sup>	10/05/2010	Common Stock	14,250	5.09	D	
Stock Option (Right to Buy)	10/06/2001 <sup>(3)</sup>	10/05/2010	Common Stock	10,000	5.09	D	
Stock Option (Right to Buy)	03/14/2002 <sup>(2)</sup>	05/25/2011	Common Stock	4,200	4.65	D	
Stock Option (Right to Buy)	10/22/2001 <sup>(3)</sup>	10/21/2011	Common Stock	10,000	2.62	D	
Stock Option (Right to Buy)	10/07/2002 <sup>(3)</sup>	10/06/2012	Common Stock	30,000	0.61	D	

## Explanation of Responses:

- This item was inadvertently omitted from the original Form 3. The Company's quarterly match of employee contributions to the 401(k) Plan is made in common stock of the Company; this is the total of such stock matches during Mr. Koshy's employment with the Company to date.
- Performance-based Employee Incentive Stock Option, vested on achievement of objectives
- Employee Incentive Stock Option; vests 1/4 on the first anniversary of grant and 1/48 per month thereafter

## Remarks:

George Koshy by Iris Brest,  
Attorney-in-Fact      03/24/2004

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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.