

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

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
GARR RICHARD

(Last) (First) (Middle)
**9700 GREAT SENECA
HIGHWAY, STE 240**

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Neuralstem, Inc. [CUR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
01/27/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------|
| | | | Code | V | Amount or Price | | | | |
| 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 | |
| Common Stock | 01/24/2014 | | F | | 140,201 (2) | D | \$ 3.04 1,249,337 | D | |
| Common Stock | | | | | | | 252,000 (3) | I | By Spouse |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative 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⁾ ₍₅₎ | \$ 0.5 | 01/24/2014 | | M | 400,000 ₍₄₎ | 07/28/2005 | 07/28/2015 | Common Stock | 400,000 |

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 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) 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.

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(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.

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