Neuralstem, Inc. Form 4 October 21, 2013

## FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

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

Washington, D.C. 20549

Expires: January 31, 2005

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Section 16.
Form 4 or
Form 5 Filed purs
obligations Cartier 17(a)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Add JOHE KARL	ress of Report	ing Person *	2. Issuer Name and Ticker or Trading Symbol Neuralstem, Inc. [CUR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)  9700 GREAT HIGHWAY, S			3. Date of Earliest Transaction (Month/Day/Year) 10/18/2013	(Check all applicable)  _X_ Director 10% Owner _X_ Officer (give title Other (specif below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	Chief Scientific Officer  6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person		
ROCKVILLE, MD 20850						

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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 A pror Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D) 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 Beneficial Ownership (Instr. 4)
Common Stock	10/18/2013		S(1)	10,000 D	\$ 2.4446 (2)	694,994	D	

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

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SEC 1474

(9-02)

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

#### Edgar Filing: Neuralstem, Inc. - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	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						
	Director	10% Owner	Officer	Other			
JOHE KARL 9700 GREAT SENECA HIGHWAY STE 240 ROCKVILLE, MD 20850	X		Chief Scientific Officer				

### **Signatures**

/s/ Karl Johe 10/21/2013

\*\*Signature of 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 transaction reported was effected pursuant to a 10b-5 trading plan. The sales are being made in connection with Reporting Person's divorce settlement.
- This transaction was executed in multiple trades at prices ranging from \$2.42 to \$2.49. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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. e Plan. Shares will vest on February 24, 2014.(2)Options will vest in three annual installments as follows: 33% on February 23, 2012; 33% on February 25, 2013; and 34% on February 24, 2014.

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