

Neuralstem, Inc.  
Form 4  
September 04, 2013

**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)  
08/30/2013

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |
| Common Stock                    | 08/30/2013                           |  | J                              |   | 150,000<br>(1)  | D  | \$ 0 1,131,327 D                  |
| Common Stock                    | 08/30/2013                           |  | G                              |   | 50,000<br>(2)   | D  | \$ 0 1,081,327 D                  |
| Common Stock                    | 08/30/2013                           |  | G                              |   | 13,000<br>(3)   | D  | \$ 0 1,068,327 D                  |
| Common Stock                    | 08/30/2013                           |  | G                              |   | 13,000<br>(4)   | D  | \$ 0 1,055,327 D                  |
| Common Stock                    | 08/30/2013                           |  | G                              |   | 50,000<br>(5)   | A  | \$ 0 252,000 I                    |

See Footnote (5)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| GARR RICHARD<br>9700 GREAT SENECA HIGHWAY<br>STE 240<br>ROCKVILLE, MD 20850 | X             |           | CEO     |       |

## Signatures

/s/ Richard Garr 09/04/2013

\*\*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 Reporting Person pledged 150,000 shares in exchange for a loan whereby the pledgee shall repay the 150,000 shares upon repayment of the loan in full.
  - (2) Disclosing a bonafide gift of 50,000 common shares.
  - (3) Disclosing a bonafide gift of 13,000 common shares.
  - (4) Disclosing a bonafide gift of 13,000 common shares.
  - (5) The Reporting person disclaims all beneficial ownership. Reporting person's spouse is receiving 50,000 common shares pursuant to estate planning.

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