JOHE KARL Form 4 July 27, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

JOHE KARL

(First) (Middle)

2. Transaction Date 2A. Deemed

9700 GREAT SENECA HIGHWAY, STE 240

(Street)

07/25/2012

(Month/Day/Year)

Symbol

4. If Amendment, Date Original

Neuralstem, Inc. [CUR]

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

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)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4)

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

Execution Date, if

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4.

Derivative Conversion Security or Exercise

(Month/Day/Year) Execution Date, if any

5. Number of **Transaction**Derivative Code Securities

(A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) Disposed of (I (Instr. 3, 4, and | D) |) | | | |
|---|------------------------------------|------------|------------------|---------|----|---|-----|---------------------|--------------------|--------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Common Stock Purchase Option (1) | \$ 0.92 | 07/25/2012 | | A | | 5,000,000 | | (2) | 07/25/2022 | Common | 5,000 |

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 07/27/2012

**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) Represents the right to buy.

The options vest semi annually (every six months) over 5 years. In addition to any applicable vesting conditions, 2,000,000 options are a conditional grants subject to certain shareholder approvals. Moreover, 2,500,000 options are subject to certain conditions on exercise whereby the number of shares into which they are exercisable is subject to adjustment as more fully described in the Issuer's public filings with the SEC.

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.

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