GARR RICHARD Form 4 April 10, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

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

obligations

may continue.

See Instruction

Check this box

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)

1. Name and Address of Reporting Person * **GARR RICHARD**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

Neuralstem, Inc. [CUR]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

9700 GREAT SENECA

HIGHWAY, STE 240

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

below)

CEO

Filed(Month/Day/Year)

(Month/Day/Year)

03/28/2013

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

ROCKVILLE, MD 20850

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

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

Owned Following

Ownership (I) (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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 control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

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

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 (ADisposed of (Instr. 3, 4, 5)	(D)	D)			
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Purchase Option (1)	\$ 1.12	03/28/2013		A		129,327		03/28/2013	03/28/2023	Common Stock	129,32
Common Stock Purchase Option (2)	\$ 1.12	03/28/2013		A		571,033		03/28/2013	03/28/2023	Common Stock	571,03

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 04/10/2013

**Signature of Date
Reporting Person

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 options were granted as partial payment of Reporting Person's 2012 annual incentive bonus in lieu of \$87,912 of cash. The option is 100% vested on the grant date.
- (2) Represents Reporting Person's Long Term Incentive Grant for 2012. The options vests quarterly over 3 years subject to accelerated vesting upon the occurance of certain events. The term of the options is 10 years.
- (3) 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. 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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