Edgar Filing: TSUKAMOTO ANN - Form 4

TSUKAMO	ΓΟ ΑΝΝ										
Form 4											
June 30, 200	6										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer CTLATED (EDVT) OF CHANGES IN DEDUFFICIAL ON DEPOSITION							Expires:	January 31, 2005			
subject to	ect to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP						NERSHIP OF	Estimated average			
Section 1		SECURITIES							burden hours per		
Form 4 or Form 5									response	0.5	
obligation	10	^					•	ge Act of 1934,			
may cont See Instru	inue. Section) of the In					f 1935 or Sectio 40	n		
1(b).											
(Print or Type F	Responses)										
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of I Issuer TSUKAMOTO ANN Symbol Issuer						f Reporting Per	son(s) to				
STEMO											
				MCELLS INC [STEM]				(Check all applicable)			
				of Earliest Transaction					100		
(Month/D				-				Director 10% Owner X Officer (give title Other (specify			
C/O STEMCELLS, INC., 3155 06/30/2 PORTER DRIVE				.000				below) VP, Research & Development			
(Street) 4. If			4. If Ame	If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				onth/Day/Year)				Applicable Line)			
				•				_X_ Form filed by			
PALO ALT	O, CA 94304							Person	More than One Re	eporting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction		3. 4. Securities Acquired					6. Ownership			
Security	(Month/Day/Y					d of	Securities	Form: Direct			
(Instr. 3)		any (Month/	Code (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	· ·	Indirect (I) C	Beneficial Ownership	
				(mour o) (mour o, rund o)				Following		(Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
C				Code V	Amount	(D)	Price	(
Common Stock	06/30/2006			J <u>(1)</u>	1,144	А	\$ 2.05	25,230	D		

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.

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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	Director 10% Owner Officer		Other				
TSUKAMOTO ANN C/O STEMCELLS, INC. 3155 PORTER DRIVE PALO ALTO, CA 94304			VP, Research & Development					
Signatures								
Ann Tsukamoto by Iris Brest, Attorney-in-Fact			06/30/2006					
<u>**</u> Signature of Reporting Perso	n		Date					
Explanation of Re	spon	ses:						

* 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 Company's quarterly match of employee contributions to the 401(k) Plan is made in common stock of the Company.

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.