OLDAKER WILLIAM CLYDE

Form 5

March 02, 2012

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **OLDAKER WILLIAM CLYDE** Symbol Neuralstem, Inc. [CUR] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle)

> (Month/Day/Year) _X__ Director 10% Owner Officer (give title 12/31/2011 Other (specify below) below)

9700 GREAT SENECA HWY

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

ROCKVILLE. MDÂ US 20850

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of 5. Amount of

Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Disposed of (D) Beneficially (D) or Beneficial Code (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A)

Fiscal Year or (Instr. 3 and 4)

or Disposed of

Amount (D) Price

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

Derivative

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.

SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr 3)	Price of		(Month/Day/Year)	(Instr 8)	Acquired (A)		

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	Security				(D) (Instr. 3, 4 and 5)	.,				
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Common Stock Purchase Option (1)	\$ 1.5	07/01/2011	Â	A	20,000	Â	07/01/2011	07/01/2018	Common	20,00
Common Stock Purchase Option (2)	\$ 1.5	07/01/2011	Â	A	15,000	Â	07/01/2011	07/01/2018	Common	15,00
Common Stock Purchase Option (3)	\$ 1.53	09/20/2011	Â	A	46,458	Â	09/20/2011	04/01/2021	Common	46,4;

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
OLDAKER WILLIAM CLYDE 9700 GREAT SENECA HWY ROCKVILLE, MD US 20850	ÂΧ	Â	Â	Â		

Signatures

/s/ William
Oldaker

**Signature of Date

**Signature of Dat
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) Represents compensatory Annual Grant for director services. The option vests quarterly over the grant year commencing on July 1, 2011.
- Represents compensatory Committee Grant for service on the: (i) Audit; (ii) Compensation; and (iii) Nomination committees of the board (5,000 each committee). The option vests quarterly over the grant year commencing on July 1, 2011.
- (3) Represents options issued in lieu of cash compensation for director services for one year. The option vests quarterly over the grant year commencing on September 20, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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