

Neuralstem, Inc.  
Form 3/A  
April 18, 2008

**FORM 3**

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

OMB APPROVAL

OMB  
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**INITIAL STATEMENT OF 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 \*

Â OGILVIE SCOTT VARDE

(Last) (First) (Middle)

9700 GREAT SENPCA  
HIGHWAY

(Street)

ROCKVILLE,Â MDÂ 20805

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/23/2007

3. Issuer Name **and** Ticker or Trading Symbol  
Neuralstem, Inc. [CUR]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

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

09/04/2007

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 Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative  
Security  
(Instr. 4)

2. Date Exercisable and Expiration  
Date  
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)

6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

(Instr. 5)

|                              |                           |                           |              |        |                        |   |   |
|------------------------------|---------------------------|---------------------------|--------------|--------|------------------------|---|---|
| Common Stock Purchase Option | 05/12/2007 <sup>(1)</sup> | 04/11/2014                | Common Stock | 20,000 | \$ 3.3                 | D | Â |
| Common Stock Purchase Option | Â <sup>(2)</sup>          | 05/16/2014 <sup>(3)</sup> | Common Stock | 5,000  | \$ 3.83 <sup>(3)</sup> | D | Â |
| Common Stock Purchase Option | Â <sup>(2)</sup>          | 05/16/2014 <sup>(3)</sup> | Common Stock | 5,000  | \$ 3.83 <sup>(3)</sup> | D | Â |
| Common Stock Purchase Option | Â <sup>(2)</sup>          | 05/16/2014 <sup>(3)</sup> | Common Stock | 5,000  | \$ 3.83 <sup>(3)</sup> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| OGILVIE SCOTT VARDE<br>9700 GREAT SENPCA HIGHWAY<br>ROCKVILLE, MD 20805 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Scott Ogilvie 04/18/2008

<sup>(1)</sup>Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 compensation to the reporting person for serving on the company's board of directors under the company's 2005 Stock Plan. The grant date for the options is April 12, 2007. The options vest as follows: (i) 10,000 vest upon the one month anniversary of joining the company's board of directors; and (ii) the remaining 10,000 vest quarterly over the year provided the reporting person continues to serve on the board of directors. The options become immediately exercisable upon vesting.

(2) The options were granted under the company's 2005 Stock Plan as compensation to the reporting person for serving on committees established by the board of directors. The grant date for the options is May 16, 2007. The options vest quarterly over the year provided the reporting person continues serving on such committee. The options become immediately exercisable upon vesting.

(3) This amendment is being filed to correct an erroneously filed grant date and exercise price. The date is being amended from June 28, 2007 to May 16, 2007. The exercise price is being amended from \$2.77 to \$3.83.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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