

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-21**
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ISSUER

PLURISTEM THERAPEUTICS INC

CIK: **1158780** | IRS No.: **980351734** | State of Incorporation: **NV** | Fiscal Year End: **0630**
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address
*MATAM ADVANCED
TECHNOLOGY PARK
BUILDING NO. 20
HAIFA L3 31905*

Business Address
*MATAM ADVANCED
TECHNOLOGY PARK
BUILDING NO. 20
HAIFA L3 31905
972-4-850-1080*

REPORTING OWNER

ROSMAN NACHUM

CIK: **1415890**
Type: **4** | Act: **34** | File No.: **001-31392** | Film No.: **09546440**

Mailing Address
*FEINSTEIN 7
TEL AVIV L3 69123*

Business Address
927747107107

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person ROSMAN NACHUM			2. Issuer Name and Ticker or Trading Symbol PLURISTEM THERAPEUTICS INC [PSTI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2009			
7 FEINSTEIN ST.			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) TEL AVIV, L3 69101						
(City)	(State)	(Zip)				

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$0.62	01/21/2009 ⁽¹⁾		A		27,500		04/30/2009 ⁽²⁾	10/30/2018	Common Stock	27,500	\$ 0	27,500	D	

Explanation of Responses:

- The 2008 annual grant of options is made in accordance with the resolution of the board of directors of the Company on October 30, 2008, which was conditioned upon the approval of an increase of the pool of shares under the 2005 Stock Option Plan by the Company's shareholders. Such increase was approved on January 21, 2009 at the annual meeting of the Company.
- The options vest as follows: 25% on 4/30/2009 and the remaining options vest monthly, in equal installments over 18 months until 10/30/2010.

Signatures

/s/ Nachum Rosman
** Signature of Reporting Person

02/26/2009
Date

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

* 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).

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

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 Number.