

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MILLENNIUM MANAGEMENT LLC</u> (Last) (First) (Middle) 666 FIFTH AVE (Street) NEW YORK NY 10103-0899 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/09/2003	3. Issuer Name and Ticker or Trading Symbol <u>STEMCELLS INC [STEM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock, par value \$0.01 per share	5,000,000	I ⁽¹⁾⁽²⁾⁽³⁾	See ⁽¹⁾⁽²⁾⁽³⁾

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Common Stock Warrants (right to buy)	(4)	07/31/2005	Common Stock	101,587	4.73	I ⁽¹⁾⁽²⁾⁽³⁾ See ⁽¹⁾⁽²⁾⁽³⁾
Common Stock Warrants (right to buy)	(4)	12/04/2005	Common Stock	350,877	3.42	I ⁽¹⁾⁽²⁾⁽³⁾ See ⁽¹⁾⁽²⁾⁽³⁾
Common Stock Warrants (right to buy)	(4)	08/30/2005	Common Stock	19,900	6.03	I ⁽¹⁾⁽²⁾⁽³⁾ See ⁽¹⁾⁽²⁾⁽³⁾
Common Stock Warrants (right to buy)	(4)	06/09/2006	Common Stock	50,352	4.77	I ⁽¹⁾⁽²⁾⁽³⁾ See ⁽¹⁾⁽²⁾⁽³⁾
Common Stock Warrants (right to buy)	(4)	05/08/2005	Common Stock	800,000	1.5	I ⁽¹⁾⁽²⁾⁽³⁾ See ⁽¹⁾⁽²⁾⁽³⁾

1. Name and Address of Reporting Person* <u>MILLENNIUM MANAGEMENT LLC</u> (Last) (First) (Middle) 666 FIFTH AVE (Street) NEW YORK NY 10103-0899 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>RIVERVIEW GROUP LLC</u> (Last) (First) (Middle) 666 FIFTH AVE (Street) NEW YORK NY 10103-0899 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>MILLENNIUM HOLDING GROUP LP</u> (Last) (First) (Middle)

666 FIFTH AVE

(Street)

NEW YORK NY 10103-0899

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

ENGLANDER ISRAEL A

(Last)

(First)

(Middle)

111 BROADWAY 20TH FLOOR

(Street)

NEW YORK NY 10006

(City)

(State)

(Zip)

Explanation of Responses:

1. This transaction was affected by The Riverview Group, LLC, a Delaware limited liability company ("Riverview"), which as of the date hereof directly holds 9,026,048 shares of Common Stock of StemCells, Inc. (the "Company"). Riverview is a wholly owned subsidiary of Millennium Holding Group, L.P., a Delaware limited partnership ("Holding"). Millennium Management, LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of Holding and consequently has voting control and investment discretion over securities owned by Holding and by Riverview.
2. Israel A. Englander ("Mr. Englander") is the sole managing member of Millennium Management. As a result, Mr. Englander may be considered the beneficial owner of any shares deemed to be beneficially owned by Millennium Management. Each of Holding, Millennium Management and Mr. Englander disclaims any beneficial ownership of the shares owned by Riverview to the extent such beneficial ownership exceeds such person's pecuniary interest.
3. Millennium Partners, L.P., a Cayman Islands limited partnership ("Partners"), is a limited partner of Holding. As a limited partner, Partners has no ability to control Holding. Therefore, as of the date of this filing, Partners may not be deemed a beneficial owner of the shares of the Company or a member of the above-listed group.
4. Immediately exercisable.

MILLENNIUM
MANAGEMENT, LLC by /s/
Israel A. Englander, Managing
Member 12/12/2003

THE RIVERVIEW GROUP,
LLC by /s/ Terry Feeney, Chief
Executive Officer 12/12/2003

MILLENNIUM HOLDING
GROUP, L.P. By: Millennium
Management, LLC as General
Partner By: /s/ Israel A. ... 12/12/2003

/s/ Israel A. Englander 12/12/2003

** Signature of Reporting Person 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 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).

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.