

Geovax Labs, Inc.  
Form 5  
March 16, 2007

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person \*  
**Kandalepas Andrew J**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**Geovax Labs, Inc. [GOVX.OB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

**C/O GEOVAX LABS, INC., 1256 BRIARCLIFF ROAD**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2006**

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

6. Individual or Joint/Group Reporting

(check applicable line)

**ATLANTA, GA 30306**  
  
(City) (State) (Zip)

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

**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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	09/28/2006	Â	J4	20,000,000	A	\$ 0.05	21,067,497 <u>(6)</u>	D	Â
Common stock <u>(2)</u>	09/28/2006	Â	J4	850,000	A	\$ 0.05	21,917,497 <u>(6)</u>	D	Â
Common Stock <u>(3)</u>	09/28/2006	Â	J4	327,432	D	\$ 0.046	21,590,065 <u>(6)</u>	D	Â
Common Stock <u>(4)</u>	10/17/2006	Â	J4	300,000	D	\$ 0.218	21,290,065 <u>(6)</u>	D	Â



## Edgar Filing: Geovax Labs, Inc. - Form 5

- (5) Includes 5,000 shares held by daughter and 15,000 shares held by a CadServ, Inc., over which Mr. Kandalepas exercises voting control.
- (6) Total number of shares includes number of shares (20,000) indirectly owned.

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.