

CHINA EDUCATION ALLIANCE INC.  
 Form 5  
 November 21, 2007

# FORM 5

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

OMB APPROVAL

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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 \*  
**FENG GUILAN**

(Last) (First) (Middle)

C/O CHINA EDUCATION ALLIANCE, 58 HENG SHAN ROAD, KUN LUN SHOPPING MALL

(Street)

2. Issuer Name and Ticker or Trading Symbol  
**CHINA EDUCATION ALLIANCE INC. [CEUA.OB]**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

HARBIN, HEILONGJIANG, F4 150090

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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) | 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|--|
|   |                                      |  |                                | Amount (A) or (D) Price   |  |  |  |
| Common Stock, \$0.001 par value per share | 05/08/2006                           | ^  | G                              | 666,667 (1) D \$ 0  | 2,666,667 (1) D  | D  | ^  |
|   | 05/08/2006                           | ^  | G                              | D \$ 0  | D  | D  | ^  |

|   |            |   |   |                       |   |      |                         |   |   |
|---|------------|---|---|-----------------------|---|------|-------------------------|---|---|
| Common<br>Stock,<br>\$0.001 par<br>value per<br>share |            |   |   | 666,667<br><u>(1)</u> |   |      | 2,000,000<br><u>(1)</u> |   |   |
| Common<br>Stock,<br>\$0.001 par<br>value per<br>share | 05/08/2006 | Â | G | 400,000<br><u>(1)</u> | D | \$ 0 | 1,600,000<br><u>(1)</u> | D | Â |
| Common<br>Stock,<br>\$0.001 par<br>value per<br>share | 05/08/2006 | Â | G | 266,667<br><u>(1)</u> | D | \$ 0 | 1,333,334<br><u>(1)</u> | D | Â |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>Se<br>B<br>O<br>E<br>Is<br>Fi<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

  

|         | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------|---------------------|--------------------|-------|--|
| (A) (D) |                     |                    |       |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |              |         |       |
|--|---------------|--------------|---------|-------|
|  | Director      | 10%<br>Owner | Officer | Other |
| FENG GUILAN<br>C/O CHINA EDUCATION ALLIANCE<br>58 HENG SHAN ROAD, KUN LUN SHOPPING MALL<br>HARBIN, HEILONGJIANG,Â F4Â 150090 | Â             | Â X          | Â       | Â     |

## Signatures

/s/ Guilan Feng

11/21/2007

\*\*Signature of  
Reporting Person

Date

## 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) The number of shares has been adjusted to reflect a one-for-three reverse stock split which was effective as of October 12, 2007.

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.