

Kogan Yakov
Form 4/A
November 21, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kogan Yakov

2. Issuer Name and Ticker or Trading Symbol
CLEVELAND BIOLABS INC [CBLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2011

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

C/O CLEVELAND BIOLABS, INC., 73 HIGH STREET, SUITE 280

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/08/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BUFFALO,, NY 14203

(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 Ownership (Instr. 4)
Common Stock, par value \$0.005 per share ⁽¹⁾	11/17/2011		A	1,712 A \$ 0	646,212	I	Spouse ⁽²⁾

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

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 control

SEC 1474 (9-02)

number.

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 Underlying Securities (Instr. 3 and 4)
Employee Stock Options (Right to Buy) ⁽³⁾	\$ 3.03	11/07/2011		A	5,000	11/07/2011 11/06/2021	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kogan Yakov C/O CLEVELAND BIOLABS, INC. 73 HIGH STREET, SUITE 280 BUFFALO,, NY 14203	X		COO, Secretary	

Signatures

/s/ Yakov Kogan 11/21/2011
 **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) On November 7, 2011, the Compensation Committee of Cleveland BioLabs, Inc. (the "Company") approved the grant of 1,638 shares of common stock at a measurement price of \$2.78 per share as a quarterly bonus to Leah Brownlee as part of the Company's quarterly bonus program for non-executive employees. The Compensation Committee subsequently decided to move the grant date for all shares granted as part of the referenced bonus program on November 7, 2011 to November 16, 2011. On November 17, 2011, Ms. Brownlee entered into a grant agreement with the Company in respect of such shares. As a result, on November 17, 2011, Ms. Brownlee was issued 1,712 shares of common stock at a measurement price of \$2.66, the closing price of the common stock on November 16, 2011. See Note 2 for details on Ms. Brownlee's relationship with the reporting person.
- (2) Leah Brownlee, who was hired as an employee of the Company effective March 1, 2010, is the spouse of the reporting person. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting

Edgar Filing: Kogan Yakov - Form 4/A

person is the beneficial owner of such securities for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, or for any other purpose.

The Compensation Committee approved the grant of these stock options to Leah Brownlee on October 27, 2011, and the grant was

- (3) finalized and made on November 7, 2011 pursuant to an option agreement that was executed on such date. See Note 2 for details on Ms. Brownlee's relationship with the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space 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.