

Kogan Yakov
Form 4/A
November 21, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

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

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

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

(Street)

BUFFALO,, NY 14203

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

(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. 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)
			(A) or (D)	Code V Amount Price			
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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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).

- 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
- (1) 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

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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.

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