

Gudkov Andrei V
Form 4
March 17, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gudkov Andrei V

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)
73 HIGH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Scientific Officer

BUFFALO, NY 14203

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

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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/16/2010		S ⁽¹⁾		300	D	\$ 3.65
Common Stock	03/16/2010		S ⁽¹⁾		500	D	\$ 3.64
Common Stock	03/16/2010		S ⁽¹⁾		800	D	\$ 3.62
Common Stock	03/16/2010		S ⁽¹⁾		500	D	\$ 3.6
Common Stock	03/16/2010		S ⁽¹⁾		1,100	D	\$ 3.63

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Common Stock	03/16/2010	<u>S</u> (1)	650	D	\$ 3.59	1,515,750	D
Common Stock	03/16/2010	<u>S</u> (1)	50	D	\$ 3.58	1,515,700	D
Common Stock	03/16/2010	<u>S</u> (1)	1,100	D	\$ 3.57	1,514,600	D

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 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)		8. D
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (Right to Buy)	\$ 8.36					04/06/2007	04/05/2017	Common Stock	37,500	
Employee Stock Options (Right to Buy)	\$ 4					02/04/2008	02/03/2018	Common Stock	137,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gudkov Andrei V 73 HIGH STREET BUFFALO, NY 14203	X		Chief Scientific Officer	

Signatures

/s/ Andrei
Gudkov

03/17/2010

__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).

The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan and represent approximately 0.3% of the reporting person's 1,549,600 shares held prior to adoption of the plan. The maximum sales subject to the plan in its entirety represent approximately 3.9% of the reporting person's shares held prior to adoption of the plan.

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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