

Kogan Yakov
Form 4
June 28, 2012

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 *
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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2012

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

(Street)
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, par value \$0.005 per share <u>(1)</u> <u>(3)</u>	06/26/2012		A		27,482	A	\$ 0 671,982
Common stock, par value \$0.005 per share <u>(2)</u> <u>(3)</u>	06/26/2012		A		15,665	A	\$ 0 17,377
						I	Held by spouse <u>(2)</u>

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

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

Signatures

/s/ Leah Brownlee, Attorney-in-fact for Yakov Kogan
06/28/2012

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) These shares of restricted stock were granted to the reporting person under the Equity Incentive Plan, as amended (the "Plan"), of Cleveland BioLabs, Inc. (the "Company").

(2) Leah Brownlee, who was hired as an employee of the Company effective March 1, 2010, is the spouse of the reporting person. These shares of restricted stock were granted to Ms. Brownlee under the Plan. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting 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.

(3) The recipients have elected to receive these shares of restricted stock in lieu of a portion of their cash salaries. These shares of restricted stock will become fully vested on December 16, 2012, unless the recipient ceases to be an employee or an affiliate of the Company.

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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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