## Edgar Filing: Gudkov Andrei V - Form 4

Gudkov Andr Form 4	rei V									
January 25, 20										
FORM	4 UNITED	STATES	SECU	RITIES	AND EX	CHANG	E COMMISSIO		PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							Number:	3235-0287		
Check this box if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Lanuary 20 Expires: 20 Estimated average burden hours per									irs per	
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> Gudkov Andrei V			2. Issuer Name <b>and</b> Ticker or Trading Symbol CLEVELAND BIOLABS INC [CBLI]			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O CLEVE INC, 73 HIG	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2012			X Director 10% Owner X Officer (give title Other (specify below) below) Chief Scientific Officer						
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) BUFFALO, NY 14203					al	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date Month/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ties (A) or of (D)	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	
Reminder: Repo	ort on a separate line	for each cla	ass of sec	urities bene	eficially ow	ned directly	or indirectly.			
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	· Beneficially Owner securities)	d		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy) (1)	\$ 3.35	01/23/2012		А	56,250	01/23/2012	01/23/2022	Common Stock	56,250

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Gudkov Andrei V C/O CLEVELAND BIOLABS INC 73 HIGH STREET BUFFALO, NY 14203	Х		Chief Scientific Officer				
Signatures							
/s/ Leah Brownlee, Attorney-in-fact for Gudkov	01	/25/2012					
**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) On January 23, 2012, with the approval of the Compensation Committee, Cleveland BioLabs, Inc. issued stock options to Dr. Gudkov per the 2011 Executive Compensation Plan.

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.