

Kogan Yakov  
 Form 4  
 November 08, 2011

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

OMB APPROVAL

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**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)  
 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)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.005 per share <sup>(1)</sup>	11/07/2011		A	1,638 A \$ 0	646,138	I	Spouse <sup>(2)</sup>

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

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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)	Amount or Number of Shares
Employee Stock Options (Right to Buy) <sup>(3)</sup>	\$ 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 11/08/2011

\*\*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, with the approval of the Compensation Committee of Cleveland BioLabs, Inc. (the "Company"), Leah Brownlee was granted these shares of common stock as a quarterly bonus. The shares were issued at a measurement price of \$2.78 per share. 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 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 Compensation Committee approved the grant of these stock options to Leah Brownlee on October 27, 2011, and the grant was finalized and made on November 7, 2011 pursuant to an option agreement that was executed on such date. See Note 2 for

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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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