

Pan Zibing  
Form 3  
September 28, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |                                                                        |
| Â Pan Zibing                              |         | (Month/Day/Year)                     | CHINA EDUCATION ALLIANCE INC. [CEU]                                        |                                                                        |
| (Last)                                    | (First) | (Middle)                             | 08/20/2009                                                                 |                                                                        |
| 1813 NW 176TH PL.                         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                                                     |                                                                        |
| EDMOND,Â OKÂ 73012                        |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|                                           |         |                                      | (give title below) (specify below)                                         | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|                                           |         |                                      | Chief Financial Officer                                                    |                                                                        |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |                                                       |                                                          |                                                       |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                            |                                                          |                                                                             |                                                        |                                                                                 |                                                       |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|                                            | Date Exercisable                                         | Expiration Date                                                             | Title                                                  | Amount or Number of Shares                                                      |                                                       |

Option <sup>(1)</sup> 09/24/2009<sup>(1)</sup> 09/23/2012 Common Stock 30,000 \$ 5.59 D Â

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |                           |       |
|-----------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                     | Director      | 10% Owner | Officer                   | Other |
| Pan Zibing<br>1813 NW 176TH PL.<br>EDMOND, OK 73012 | Â             | Â         | Â Chief Financial Officer | Â     |

## Signatures

/s/ Jessica S. Yuan,  
Attorney-at-Law 09/28/2009

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Effective August 20, 2009, Zibing Pan (the "Reporting Person") was appointed Chief Financial Officer of China Education Alliance, Inc. (the "Company"). Pursuant to an Incentive Stock Option Agreement between the Reporting Person and the Company, on September 24, 2009, the Reporting Person was granted an option to purchase 30,000 shares of common stock of Company annually at an exercise price equivalent to the closing price per share of common stock on the date of the grant, which option shall vest in one-third installments over three years, the first installment to be exercisable on the date of this option (the "Initial Vesting Date"), with additional installments becoming exercisable on each of the first and second anniversaries following the Initial Vesting Date.

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.