

Kogan Yakov  
 Form 4  
 November 03, 2009

**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)  
 73 HIGH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/02/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 COO, Secretary

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 (A) or (D) Price			
Common Stock	11/02/2009		S(1)	100 D \$ 3.68	703,100	D	
Common Stock	11/02/2009		S(1)	200 D \$ 3.69	702,900	D	
Common Stock	11/02/2009		S(1)	100 D \$ 3.7	702,800	D	
Common Stock	11/02/2009		S(1)	100 D \$ 3.76	702,700	D	
Common Stock	11/02/2009		S(1)	100 D \$ 3.77	702,600	D	

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Common Stock	11/02/2009	<u>S</u> (1)	500	D	\$ 3.8	702,100	D
Common Stock	11/02/2009	<u>S</u> (1)	200	D	\$ 3.81	701,900	D
Common Stock	11/02/2009	<u>S</u> (1)	100	D	\$ 3.84	701,800	D
Common Stock	11/02/2009	<u>S</u> (1)	800	D	\$ 3.92	701,000	D
Common Stock	11/02/2009	<u>S</u> (1)	100	D	\$ 3.99	700,900	D
Common Stock	11/02/2009	<u>S</u> (1)	200	D	\$ 3.94	700,700	D
Common Stock	11/02/2009	<u>S</u> (1)	300	D	\$ 3.93	700,400	D
Common Stock	11/02/2009	<u>S</u> (1)	500	D	\$ 3.9	699,900	D
Common Stock	11/02/2009	<u>S</u> (1)	500	D	\$ 3.91	699,400	D
Common Stock	11/02/2009	<u>S</u> (1)	900	D	\$ 3.89	698,500	D
Common Stock	11/02/2009	<u>S</u> (1)	1,300	D	\$ 3.88	697,200	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 S (I)
	\$ 8.36			Code V	(A) (D)	Date Exercisable: 04/06/2007 Expiration Date: 04/05/2017	Title: Amount or Number of Shares: 37,500	

Employee Stock Options (Right to Buy)					Common Stock	
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
Kogan Yakov 73 HIGH STREET BUFFALO, NY 14203	X		COO, Secretary	

## Signatures

/s/ Yakov Kogan                      11/03/2009  
 \*\*Signature of                      Date  
 Reporting Person

## 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 0.8% of the reporting person's 715,200 shares held prior to adoption of the plan. The maximum sales subject to the plan in its entirety represent approximately 10.1% 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. 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.