

Kogan Yakov
Form 4
November 22, 2010

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)
11/17/2010

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
|--|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------|
| Employee Stock Options (Right to Buy) | \$ 8.36 | | | | | | | | 04/06/2007 | 04/05/2017 | Common Stock | 37,500 |
| Employee Stock Options (Right to Buy) | \$ 4 | | | | | | | | 02/04/2008 | 02/03/2018 | Common Stock | 137,250 |
| Employee Stock Options (Right to Buy) ⁽¹⁾ | \$ 3.79 | | | | | | | | 03/01/2010 | 02/02/2010 | Common Stock | 30,000 |
| Employee Stock Options (Right to Buy) | \$ 3.44 | | | | | | | | 05/18/2010 | 05/17/2020 | Common Stock | 105,000 |
| Employee Stock Options (Right to Buy) ⁽¹⁾ | \$ 3.91 | | | | | | | | 08/18/2010 | 08/17/2020 | Common Stock | 3,856 |
| Employee Stock Options (Right to Buy) ⁽²⁾ | \$ 6.09 | 11/17/2010 | | | A | | | | 11/17/2010 | 11/16/2020 | Common Stock | 4,255 |

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

11/22/2010

**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).
Effective March 1, 2010, Cleveland BioLabs, Inc. hired Leah Brownlee as an employee. Ms. Brownlee 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 or for any other purpose.
 - (1)
 - (2) On November 17, 2010, with the approval of the Compensation Committee, Cleveland BioLabs, Inc. issued stock options to Ms. Brownlee.

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.