

Fonstein Michael
 Form 4
 April 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 *
 Fonstein Michael

2. Issuer Name and Ticker or Trading Symbol
 CLEVELAND BIOLABS INC
 [CBLI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO, President

(Last) (First) (Middle)
 73 HIGH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/22/2010

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 | 04/22/2010 | | S ⁽¹⁾ | 600 D \$ 3.89 | 1,270,600 | D | |
| Common Stock | 04/22/2010 | | S ⁽¹⁾ | 100 D \$ 3.92 | 1,270,500 | D | |
| Common Stock | 04/22/2010 | | S ⁽¹⁾ | 200 D \$ 3.97 | 1,270,300 | D | |
| Common Stock | 04/22/2010 | | S ⁽¹⁾ | 100 D \$ 4.005 | 1,270,200 | D | |
| Common Stock | 04/22/2010 | | S ⁽¹⁾ | 100 D \$ 4.01 | 1,270,100 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|-----------|---|
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 200 | D | \$ 3.91 | 1,269,900 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 400 | D | \$ 3.94 | 1,269,500 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 600 | D | \$ 3.95 | 1,268,900 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 200 | D | \$ 3.99 | 1,268,700 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 100 | D | \$ 4 | 1,268,600 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 900 | D | \$ 3.98 | 1,267,700 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 100 | D | \$ 3.965 | 1,267,600 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 100 | D | \$ 3.935 | 1,267,500 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 634 | D | \$ 3.93 | 1,266,866 | D |
| Common Stock | 04/22/2010 | S ⁽¹⁾ | 666 | D | \$ 3.96 | 1,266,200 | D |

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ 8.36 | | | | | 04/06/2007 | 04/05/2017 | Common Stock | 37,500 |

(Right to Buy)

Employee Stock

Options \$ 4

(Right to Buy)

02/04/2008 02/03/2018 Common Stock 137,250

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fonstein Michael 73 HIGH STREET BUFFALO, NY 14203 | X | | CEO, President | |

Signatures

/s/ Michael
Fonstein 04/22/2010

__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).

The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan and represent approximately 0.4% of the reporting person's 1,311,200 shares held prior to adoption of the plan. The maximum sales subject to the plan in its entirety represent approximately 4.6% of the reporting person's shares held prior to adoption of the plan.

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