KASTEN BERNARD L
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 *
KASTEN BERNARD L
(Last) (First) (Middle)
C/O CLEVELAND BIOLABS, INC., 73 HIGH STREET
(Street)
BUFFALO, NY 14203
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.005 per share	11/18/2010		P		2,000	A	$ 6.1	17,656	I	See footnote (1)
Common Stock, par value $0.005 per share	11/19/2010		P		10,000	A	$ 6.15	27,656	D	

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

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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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 6							07/20/2006	07/19/2016	Common Stock	15,000	
Stock Options (Right to Buy)	$ 9.4							06/12/2007	06/11/2017	Common Stock	35,000	
Stock Options (Right to Buy)	$ 5.88							04/29/2008	04/28/2018	Common Stock	35,000	
Stock Options (Right to Buy)	$ 3.33							06/25/2009	06/24/2019	Common Stock	35,000	
Stock Options (Right to Buy)	$ 2.98							06/08/2010	06/07/2020	Common Stock	35,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KASTEN BERNARD L C/O CLEVELAND BIOLABS, INC. 73 HIGH STREET BUFFALO, NY 14203	X

Signatures

/s/ John A. Marhofer, Jr., Attorney-in-fact for Bernard L. Kasten	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).

(1) Shares were acquired through a brokerage account in the name of Mr. Kasten's granddaughter. Mr. Kasten has voting and investment power over the shares of common stock held in this brokerage account. As such, Mr. Kasten is deemed to have beneficial ownership of the shares of common stock held through this brokerage account.

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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