

Geovax Labs, Inc.
Form 5
March 16, 2007

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Kandalepas Andrew J

(Last) (First) (Middle)

C/O GEOVAX LABS, INC., 1256
BRIARCLIFF ROAD

(Street)

2. Issuer Name and Ticker or Trading
Symbol
Geovax Labs, Inc. [GOVX.OB]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30306

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount (A) or (D)	Price		
Common Stock ⁽¹⁾	09/28/2006	Â	J4	20,000,000	A \$ 0.05	21,067,497 (6)	D Â
Common stock ⁽²⁾	09/28/2006	Â	J4	850,000	A \$ 0.05	21,917,497 (6)	D Â
Common Stock ⁽³⁾	09/28/2006	Â	J4	327,432	D \$ 0.046	21,590,065 (6)	D Â
Common Stock ⁽⁴⁾	10/17/2006	Â	J4	300,000	D \$ 0.218	21,290,065 (6)	D Â

Common Stock <u>(5)</u>	Â	Â	Â	Â	Â	20,000	I	See footnote 5 ⁽⁵⁾
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SEC 2270
(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. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kandalepas Andrew J C/O GEOVAX LABS, INC. 1256 BRIARCLIFF ROAD ATLANTA, GA 30306	X		Senior Vice President	

Signatures

/s/ Andrew
Kandalepas 03/14/2007

****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).

- (1) Shares received pursuant to merger services provided, valued at \$1,000,000
- (2) Shares received pursuant to a promissory note in the amount of \$42,500.
- (3) Shares disposed for payment of consulting fees valued at \$15,000.
- (4) Shares disposed of as a loan guarantee collateral valued at \$65,486.

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- (5) Includes 5,000 shares held by daughter and 15,000 shares held by a CadServ, Inc., over which Mr. Kandalepas exercises voting control.
- (6) Total number of shares includes number of shares (20,000) indirectly owned.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.