

ARMSTRONG ERNEST
Form 4
September 16, 2005

FORM 4

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

OMB APPROVAL

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

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 *
ARMSTRONG ERNEST

2. Issuer Name and Ticker or Trading Symbol
Cobalis Corp [CLSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2445 MCCABE WAY, STE 150

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

(Street)
IRVINE, CA 92614

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 09/13/2005 | | J | | 12,000 (1) \$ 0.5 (2) | A | 132,455 D |
| Common Stock | 09/13/2005 | | G | | 12,000 (1) \$ 0.5 (2) | D | 120,455 D |
| Common Stock | 09/13/2005 | | J | | 12,000 (1) \$ 0.5 (2) | D | 1,771,083 I managing member with controlling interest in Gene Pharmaceuticals |
| Common Stock | 09/13/2005 | | J | | 110,000 D \$ 0.227 | D | 1,649,083 I managing member with |

| | | |
|-----------------|------------|---|
| | <u>(3)</u> | controlling interest in Gene Pharmaceuticals LLC |
| Common Stock | 3,354 | D <u>(4)</u> |

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

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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 (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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ARMSTRONG ERNEST 2445 MCCABE WAY STE 150 IRVINE, CA 92614 | X | | Vice President | |

Signatures

| | |
|------------------------------------|------------|
| Ernest Armstrong | 09/16/2005 |
| **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).

On Sept 13, 2005, Gene Pharmaceuticals repaid Ernest Armstrong for a loan by transferring 12,000 of its shares in the Issuer to Mr.

- (1) Armstrong. Mr. Armstrong is the managing member of Gene Pharmaceuticals. On that same date, Mr. Armstrong gifted those shares to a third party.
- (2) market price on the date of the transaction
- (3) value per share for 110,000 shares of the issuer's common stock which were transferred as collateral for \$25,000 loan to Gene Pharmaceuticals by a third party
- (4) owned jointly with spouse

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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