Antebi Steven S. Form 3 March 19, 2010

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0104

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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 *

Antebi Steven S.

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/17/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GeoVax Labs, Inc. [GOVX.OB]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O GEOVAX LABS,

INC., 1900 LAKE PARK DR,

SUITE 380

(Street)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

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

Person

Form filed by More than One

Reporting Person

SMYRNA. GAÂ 30080

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D)

Â

or Indirect (I) (Instr. 5)

Common Stock 0

D

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

SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Security:

Derivative

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|---------------------|--------------------|-----------------|----------------------------------|----------|--|---|
| Common Stock Purchase | (1) | 03/17/2020 | Common Stock | 1,320,000 | \$ 0.1 | D | Â |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Antebi Steven S. C/O GEOVAX LABS, INC. 1900 LAKE PARK DR, SUITE 380 SMYRNA, GAÂ 30080

X Â Â Â

Signatures

Mark W. Reynolds (Power of Attorney)

03/19/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Stock option becomes exercisable in three equal annual installments on the first three anniversary dates of the grant date (3/17/10).

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.

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