

Geovax Labs, Inc.
Form 4
June 19, 2008

FORM 4

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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
HILDEBRAND DONALD G

(Last) (First) (Middle)

**C/O GEOVAX LABS, INC., 1256
BRIARCLIFF RD, NE**

(Street)

ATLANTA, GA 30306

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2007

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)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying S (Instr. 3 and
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Purchase Option	\$ 0.045	07/31/2007	D	8,895,630	<u>(1)</u>	12/20/2007	Common Stock
Stock Purchase Option	\$ 0.045	07/31/2007	A	8,895,630	<u>(1)</u>	12/20/2012	Common Stock
Stock Purchase Option	\$ 0.045	06/17/2008	D	8,895,630	<u>(2)</u>	02/05/2009	Common Stock
Stock Purchase Option	\$ 0.045	06/17/2008	A	8,895,630	<u>(2)</u>	02/05/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILDEBRAND DONALD G C/O GEOVAX LABS, INC. 1256 BRIARCLIFF RD, NE ATLANTA, GA 30306	X			

Signatures

/s/ Donald G.
Hildebrand

06/18/2008

**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).

These two reported transactions involved the amendment of an outstanding option to extend its expiration date by five years, resulting in
(1) the deemed cancellation of the "old" option and the grant of a replacement option. The option provided for vesting in three equal annual installments beginning on December 20, 2002.

These two reported transactions involved the amendment of an outstanding option to extend its expiration date by five years, resulting in
(2) the deemed cancellation of the "old" option and the grant of a replacement option. The option provided for vesting in three equal annual installments beginning on February 5, 2004.

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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