Rassas Kevin Form 3 June 03, 2009

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement INOVIO BIOMEDICAL CORP [INO] Rassas Kevin (Month/Day/Year) 06/01/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 11494 SORRENTO VALLEY (Check all applicable) **ROAD** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Sr. VP Business Development Person SAN DIEGO, CAÂ 92121 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) **Inovio Biomedical Corporation Common** D Â 117,744 Stock (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

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1. Title of Derivative 3. Title and Amount of 6. Nature of 2. Date Exercisable and 4. 5. Securities Underlying Ownership Indirect Beneficial Security **Expiration Date** Conversion (Month/Day/Year) (Instr. 4) Derivative Security or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Inovio Biomedical Corporation Stock Option (2) (3)	12/16/2003	12/16/2013	Inovio Biomedical Corporation Common Stock	196,240	\$ 0.06	D	Â
Inovio Biomedical Corporation Stock Option (2) (3)	12/01/2004	12/01/2014	Inovio Biomedical Corporation Common Stock	392,480	\$ 0.21	D	Â
Inovio Biomedical Corporation Stock Option (2) (3)	12/17/2005	12/17/2015	Inovio Biomedical Corporation Common Stock	117,744	\$ 0.31	D	Â
Inovio Biomedical Corporation Stock Option (2) (3) (4)	10/02/2006	10/02/2016	Inovio Biomedical Corporation Common Stock	29,436	\$ 2.3	D	Â
Inovio Biomedical Corporation Stock Option (2) (3) (5)	01/18/2007	01/18/2017	Inovio Biomedical Corporation Common Stock	49,060	\$ 2.3	D	Â
Inovio Biomedical Corporation Stock Option (2) (3) (6)	11/01/2007	11/01/2017	Inovio Biomedical Corporation Common Stock	14,718	\$ 2.3	D	Â
Inovio Biomedical Corporation Stock Option (2) (3) (7)	09/12/2008	09/12/2018	Inovio Biomedical Corporation Common Stock	19,624	\$ 1.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Rassas Kevin	Â	Â	Sr. VP Business Development	Â	
11/0/ SORRENTO VALLEY ROAD					

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SAN DIEGO. CAÂ 92121

Signatures

/s/ Kevin Rassas 06/01/2009

**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) Issued upon assumption of outstanding VGX Pharmaceutical Inc. common stock in conjunction with closing of the business combination transaction between VGX Pharmaceuticals and Inovio Biomedical Corporation on June 1, 2009.
- (2) Issued upon assumption of outstanding VGX Pharmaceutical Inc. stock options in conjunction with closing of the business combination transaction between VGX Pharmaceuticals and Inovio Biomedical Corporation on June 1, 2009.
- (3) The vesting schedule is based on the original grant.
- (4) The first tranche of 9,812 shares vested on October 2, 2007, the second tranche of 9,812 shares vested on October 2, 2008, and the third tranche of 9,812 shares will vest October 2, 2009.
- (5) The first tranche of 16,353 shares vested on January 18, 2008, the second tranche of 16,353 shares vested on January 18, 2009, and the third tranche of 16,353 shares will vest January 18, 2010.
- (6) The first tranche of 4,906 shares vested on November 1, 2008, the second tranche of 4,906 shares will vest on November 1, 2009, and the third tranche of 4,906 shares will vest November 1, 2010.
- (7) The first tranche of 6,541 shares will vest on September 12, 2009, the second tranche of 6,541 shares will vest on September 12, 2010, and the third tranche of 6,541 shares will vest September 12, 2011.

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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