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Reynolds Mar Form 4	rk								
December 14,	, 2010								
FORM	4								PPROVAL
	UNITED	STATES		RITIES A shington			COMMISSION	N OMB Number:	3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectior					Estimated burden hou response	irs per		
may contir <i>See</i> Instruc 1(b).	nue.			•	•	iy Act of 1			
(Print or Type Re	esponses)								
1. Name and Ad Reynolds Ma	ldress of Reporting ark	Person <u>*</u>	Symbol	er Name an x Labs, II		-	5. Relationship o Issuer	of Reporting Per	rson(s) to
a					-	A.OD]	(Che	eck all applicabl	e)
	(First) (1 X LABS, INC., X DRIVE, SUIT			of Earliest T Day/Year) 2010	ransaction		Director X Officer (giv below) Chiet		% Owner er (specify cer
SMYRNA, O	(Street)			endment, D onth/Day/Yea	-	1	6. Individual or . Applicable Line) _X_ Form filed by Form filed by		erson
SWITKNA, C	JA 30080						Person		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	2. Transaction Date Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Domindon Done	rt on a concrete l'	for each -1	one of ac-	unition have	ficially	nod directler	or indiractly		
keminder: Kepo	rt on a separate line	for each cl	ass of sec	unues bene	Perso inforn requir	ns who rest nation cont red to resp nys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	1
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	ł

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(Instr. 3)	Price of Derivative Security	(Mo	onth/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				(1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 1.98	12/10/2010		А	10,000		(1)	12/10/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Reynolds Mark C/O GEOVAX LABS, INC. 1900 LAKE PARK DRIVE, SUITE 380 SMYRNA, GA 30080			Chief Financial Officer			
Signatures						

/s/ Mark W.	
Reynolds	12/14/2010
<u>**</u> 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).
- (1) Stock option becomes exercisable in three equal annual installments on the first three anniversary dates of the grant date.

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.