

Geovax Labs, Inc.  
Form 4  
June 19, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |

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

**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.**

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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

Edgar Filing: Geovax Labs, Inc. - Form 4

| (Instr. 3)                  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | (Instr. 3, 4, and 5)<br>V (A) (D) | Date<br>Exercisable | Expiration<br>Date | Title                         |
|-----------------------------|------------------------------------|------------------|--------------------|-----------------------------------|---------------------|--------------------|-------------------------------|
| Stock<br>Purchase<br>Option | \$ 0.045                           | 07/31/2007       | D                  |                                   | 8,895,630           | <u>(1)</u>         | 12/20/2007<br>Common<br>Stock |
| Stock<br>Purchase<br>Option | \$ 0.045                           | 07/31/2007       | A                  |                                   | 8,895,630           | <u>(1)</u>         | 12/20/2012<br>Common<br>Stock |
| Stock<br>Purchase<br>Option | \$ 0.045                           | 06/17/2008       | D                  |                                   | 8,895,630           | <u>(2)</u>         | 02/05/2009<br>Common<br>Stock |
| Stock<br>Purchase<br>Option | \$ 0.045                           | 06/17/2008       | A                  |                                   | 8,895,630           | <u>(2)</u>         | 02/05/2014<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HILDEBRAND DONALD G<br>C/O GEOVAX LABS, INC.<br>1256 BRIARCLIFF RD, NE<br>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. 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.