

Geovax Labs, Inc.  
Form 5  
March 16, 2007

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
Expires: January 31,  
2005  
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burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Kandalepas Andrew J

(Last) (First) (Middle)

C/O GEOVAX LABS, INC., 1256  
BRIARCLIFF ROAD

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2006

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)

Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30306

(City) (State) (Zip)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 09/28/2006                              | Â                                                           | J4                                      | Amount<br>20,000,000                                                    | (A)<br>or<br>(D) A \$ 0.05                                                                                      | 21,067,497<br>(6)                                                          | D Â                                                               |
| Common<br>stock <sup>(2)</sup>        | 09/28/2006                              | Â                                                           | J4                                      | 850,000                                                                 | A \$ 0.05                                                                                                       | 21,917,497<br>(6)                                                          | D Â                                                               |
| Common<br>Stock <sup>(3)</sup>        | 09/28/2006                              | Â                                                           | J4                                      | 327,432                                                                 | D \$<br>0.046                                                                                                   | 21,590,065<br>(6)                                                          | D Â                                                               |
| Common<br>Stock <sup>(4)</sup>        | 10/17/2006                              | Â                                                           | J4                                      | 300,000                                                                 | D \$<br>0.218                                                                                                   | 21,290,065<br>(6)                                                          | D Â                                                               |

|                                |   |   |   |   |   |   |        |   |                                     |
|--------------------------------|---|---|---|---|---|---|--------|---|-------------------------------------|
| Common<br>Stock <sup>(5)</sup> | Â | Â | Â | Â | Â | Â | 20,000 | I | See<br>footnote<br>5 <sup>(5)</sup> |
|--------------------------------|---|---|---|---|---|---|--------|---|-------------------------------------|

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 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares         |
|                                                     |                                                                    |                                         |                                                             |                                      | (A) (D)                                                                                                            |                                                                |                                                                           |                                                     |                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                         |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer                 | Other |
| Kandalepas Andrew J<br>C/O GEOVAX LABS, INC.<br>1256 BRIARCLIFF ROAD<br>ATLANTA, GA 30306 | Â X           | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ Andrew  
Kandalepas

03/14/2007

    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) Shares received pursuant to merger services provided, valued at \$1,000,000
- (2) Shares received pursuant to a promissory note in the amount of \$42,500.
- (3) Shares disposed for payment of consulting fees valued at \$15,000.
- (4) Shares disposed of as a loan guarantee collateral valued at \$65,486.

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- (5) Includes 5,000 shares held by daughter and 15,000 shares held by a CadServ, Inc., over which Mr. Kandalepas exercises voting control.
- (6) Total number of shares includes number of shares (20,000) indirectly owned.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.