

Zhang Yizhao
Form 4
May 10, 2011

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 *
Zhang Yizhao

2. Issuer Name **and** Ticker or Trading
Symbol
CHINA EDUCATION ALLIANCE
INC. [CEU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
45 OLD MILLSTONE DRIVE, NIT
6

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2011

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
EAST WINDSOR, NJ 08520

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common stock ⁽³⁾	05/09/2011		A	20,000	A \$ 0 20,000	D	

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

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information contained in this form are not
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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock ⁽¹⁾	\$ 2.9	06/18/2009		A		30,000		06/18/2010	06/17/2012	Common stock	30,000
Option to Purchase Common Stock ⁽²⁾	\$ 1.26	05/09/2011		A		60,000		05/09/2011	05/08/2014	Common stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhang Yizhao 45 OLD MILLSTONE DRIVE, NIT 6 EAST WINDSOR, NJ 08520		X		

Signatures

/s/Yizhao Zhang 05/10/2011

Signature of Date
Reporting Person

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).

This option was issued pursuant to the Company's 2009 Incentive Stock Plan and an Incentive Stock Option Agreement dated as of June 18, 2009. The option vests on the first anniversary of the date of the option and may be exercised until three years from the date of the grant of the option, provided that the Reporting Person is still a director of or otherwise engaged by the Company at the date of vesting.

(1) This option was issued pursuant to the Company's Amended and Restated 2009 Incentive Stock Plan and an Incentive Stock Option Agreement dated as of May 9, 2011. This option vests on the date of option and may be exercised until three years from the date of the grant of the option, provided that the Reporting Person is still a director of or otherwise engaged by the Company at the date of exercising.

(2) On May 9, 2011, the Reporting Person was granted 20,000 shares of Common Stock pursuant to the Company's Amended and Restated 2009 Incentive Stock Plan dated as of May 9, 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.