

CHINA EDUCATION ALLIANCE INC.

Form 3

November 21, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

*
FENG GUILAN

(Last)

(First)

(Middle)

2. Date of Event
Requiring Statement
(Month/Day/Year)

12/13/2004

3. Issuer Name and Ticker or Trading Symbol

CHINA EDUCATION ALLIANCE INC. [CEUA.OB]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10%
Owner____ Officer ☐ Other
(give title below) (specify below)C/O CHINA EDUCATION
ALLIANCE, INC., 58 HENG
SHAN ROAD, KUN LUN
SHOPPING MALL

(Street)

HARBIN,
HEILONGJIANG, F4 150090

(City)

(State)

(Zip)

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock, \$0.001 par value per share 3,333,334 ⁽¹⁾

D A

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENG GUILAN C/O CHINA EDUCATION ALLIANCE, INC. 58 HENG SHAN ROAD, KUN LUN SHOPPING MALL HARBIN, HEILONGJIANG, F4 150090	Â	Â X	Â	Â

Signatures

/s/ Guilan Feng 11/21/2007

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).

An initial Form 3 was required to be filed within 10 calendar days of December 13, 2004, the closing of the Plan of Exchange between China Education Alliance, Inc. (the "Company"), Zhong He Li Da Education Technology, Inc., a corporation organized and existing under the laws of the People's Republic of China ("ZHL") and Duane Bennett. This Form 3 reflects the Reporting Person's shareholdings as of December 13, 2004. The numbers herein have been adjusted to reflect a 1-for-3 reverse stock split which was effective as of October 12, 2007.

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Remarks:

The filing of this Form 3 by the Reporting Person shall not be deemed an admission that such a Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner is covered by this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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