

Pan Zibing

Form 4

January 18, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pan Zibing

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)

1813 NW 176TH PL.

(Street)

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

01/18/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

EDMOND, OK 73012

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(D)	Price

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

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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common Stock ⁽¹⁾	\$ 5.59	09/24/2009	A		30,000		09/24/2009	09/23/2012	Common stock	30,000	
Option to Purchase Common Stock ⁽²⁾	\$ 2.26	01/18/2011	A		30,000		01/18/2011	01/17/2014	Common stock	30,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pan Zibing 1813 NW 176TH PL. EDMOND, OK 73012			Chief Financial Officer	

Signatures

/s/Wei Wang,
Attorney-at-Law

01/18/2011

 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) Effective August 20, 2009, Zibing Pan (the "Reporting Person") was appointed Chief Financial Officer of China Education Alliance, Inc. (the "Company"). Pursuant to an Incentive Stock Option Agreement between the Reporting Person and the Company, on September 24, 2009, the Reporting Person was granted an option (the "2009 Option") to purchase 30,000 shares of common stock of Company at an exercise price equivalent to the closing price per share of common stock on the date of the grant, which option shall vest in one-third installments over three years, the first installment to be exercisable on the date of the 2009 Option (the "Initial Vesting Date"), with additional installments becoming exercisable on each of the first and second anniversaries following the Initial Vesting Date.

(2) Pursuant to the Company's 2009 Incentive Stock Option Plan and an Incentive Stock Option Agreement dated as of January 18, 2011, the Reporting Person was granted an option (the "2011 Option") to purchase 30,000 shares of common stock of the Company at an exercise price of \$2.26 per share. The 2011 Option shall vest during the term of the Reporting Person's employment with the Company in three equal annual installments of 10,000 shares each, the first installment to be exercisable on the date of the 2011 Option (the "Initial Vesting Date"), with the remaining installments becoming exercisable on each of the successive periods following the Initial Vesting Date. The 2011 Option shall expire three years from the Initial Vesting Date.

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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