

Zhang Yizhao  
Form 4  
May 10, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
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  
(Street)

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

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common stock <sup>(3)</sup>	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.

**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)**

## Edgar Filing: Zhang Yizhao - Form 4

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to Purchase Common Stock <sup>(1)</sup>	\$ 2.9	06/18/2009		A	30,000	06/18/2010	06/17/2012	Common stock	30,000
Option to Purchase Common Stock <sup>(2)</sup>	\$ 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).
- (1) 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.
- (2) 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.
- (3) 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.