Hooper Robert W Form 4 January 19, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hooper Robert W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Celsion CORP [CLSN]

(Check all applicable)

(Middle) (Last) (First)

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

X_ Director 10% Owner Officer (give title Other (specify

C/O CELSION CORPORATION, 10220-L OLD **COLUMBIA ROAD**

(Street)

(State)

(Zip)

4. If Amendment, Date Original

01/14/2011

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

COLUMBIA, MD 21046

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) (Instr. 4) Following

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Ar Underlying Se

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)
				Code	V	(A) ((D)	Date Exercisable	Expiration Date	Title
Series A Redeemable Convertible Preferred Stock (2)	\$ 2.4 (3)	01/14/2011(1)		Р		12		01/14/2011	01/14/2013	Celsion Corporation Common Stock
Warrants to Purchase Common Stock (2)	\$ 3.25 (4)	01/14/2011(1)		P		4,999.9992		07/14/2011	07/14/2016	Celsion Corporation Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hooper Robert W
C/O CELSION CORPORATION
10220-L OLD COLUMBIA ROAD
COLUMBIA, MD 21046

Signatures

Timothy J Tumminello, Controller and CAO

01/19/2011

**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).
- Represents the date which the NASDAQ Stock Market LLC approved the participation of insiders in the public offering in which the (1) securities were purchased by the reporting person and the date on which the reporting person became irrevocably committed to purchase the securities covered by this report.
 - The securities were purchased in a public offering pursuant to Celsion Corporation's Registration Statement on Form S-3 (File No.
- (2) 333-158402) that was declared effective on April 17, 2009 (the "Registration Statement") on the terms and conditions set forth in the prospectus supplements to the Registration Statement dated January 12, 2011 and January 13, 2011.
- (3) Represents the conversion price per share of the Series A Convertible Preferred Stock.
- (4) Represents the exercise price of the warrants per whole share of common stock.
- (5) Each unit of a warrant to purchase 416.6666 shares of common stock was purchased for \$0.125 per unit, which represents the value allocated to the unit in accordance with the NASDAQ Stock Market Rules.
- (6) Represents the at-the-market purchase price per share of Series A Convertible Preferred Stock allocated to each such share in accordance with the NASDAQ Stock Market Rules.

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

Reporting Owners 2

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