

DEASEY ANTHONY P
Form 4/A
November 30, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 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 *
DEASEY ANTHONY P

2. Issuer Name and Ticker or Trading Symbol
CELSION CORP [CLN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10220-L OLD COLUMBIA ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO

COLUMBIA, MD 21046

4. If Amendment, Date Original Filed(Month/Day/Year)
11/18/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Shares of Common Stock | 11/16/2005 | | P | | 3,700 | A | \$ 0.29 |
| Shares of Common Stock | 11/17/2005 ⁽²⁾ | | P | | 21,300 | A | \$ 0.29 |

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)

Edgar Filing: DEASEY ANTHONY P - Form 4/A

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

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| DEASEY ANTHONY P 10220-L OLD COLUMBIA ROAD COLUMBIA, MD 21046 | | | EVP, CFO | |

Signatures

/s/ Anthony P. Deasey 11/30/2005

**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) The amounts reported in Table I, column 5 of the Form 4 filed by the reporting person with the Securities and Exchange Commission (the "SEC") on November 18, 2005, and in Table I, column 5 of that certain Form 4 filed with the SEC on November 15, 2005 with respect to the purchase by the reporting person of 25,000 shares of Common Stock of Celsion Corporation inadvertently set forth only those shares acquired in the reported transactions, rather than all of the shares of Common Stock of Celsion Corporation beneficially owned by the reporting person following the reported transactions. The reporting person is filing this amendment to set forth the aggregate amount of Common Stock of Celsion Corporation beneficially owned by the reporting person following the reported transactions.

(2) The transaction date was inadvertently reported to be November 16, 2005, and is hereby amended to reflect that the transaction date was November 17, 2005.

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.