

Zhang Yizhao
Form 4
May 10, 2011

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 *
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 ⁽³⁾ | 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.

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SEC 1474 (9-02)

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

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| 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 ⁽¹⁾ | \$ 2.9 | 06/18/2009 | | A | 30,000 | 06/18/2010 06/17/2012 | Common stock | 30,000 |
| Option to Purchase Common Stock ⁽²⁾ | \$ 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.