

Pan Zibing  
Form 4  
January 18, 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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

EDMOND, OK 73012  
(City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | 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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SEC 1474 (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 <u>(1)</u> | \$ 5.59                      | 09/24/2009       | A          | 30,000   |      |   |     |     | 09/24/2009       | 09/23/2012      | Common stock | 30,000                     |
| Option to Purchase Common Stock <u>(2)</u> | \$ 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<br>1813 NW 176TH PL.<br>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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