

CHINA EDUCATION ALLIANCE INC.

Form 5

November 21, 2007

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**FENG GUILAN**

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**CHINA EDUCATION ALLIANCE INC. [CEUA.OB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

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

**C/O CHINA EDUCATION ALLIANCE, 58 HENG SHAN ROAD, KUN LUN SHOPPING MALL**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

**HARBIN, HEILONGJIANG, F4 150090**

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, \$0.001 par value per share	05/08/2006	^	G	666,667 (1) D \$ 0	2,666,667 (1) D	D	^
	05/08/2006	^	G	D \$ 0	D	D	^

Common Stock, \$0.001 par value per share				666,667 <u>(1)</u>			2,000,000 <u>(1)</u>		
Common Stock, \$0.001 par value per share	05/08/2006	Â	G	400,000 <u>(1)</u>	D	\$ 0	1,600,000 <u>(1)</u>	D	Â
Common Stock, \$0.001 par value per share	05/08/2006	Â	G	266,667 <u>(1)</u>	D	\$ 0	1,333,334 <u>(1)</u>	D	Â

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

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SEC 2270  
(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 (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. of D Se B O E Is Fi (I
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					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENG GUILAN C/O CHINA EDUCATION ALLIANCE 58 HENG SHAN ROAD, KUN LUN SHOPPING MALL HARBIN, HEILONGJIANG,Â F4Â 150090	Â	Â X	Â	Â

## Signatures

/s/ Guilan Feng

11/21/2007

\*\*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 number of shares has been adjusted to reflect a one-for-three reverse stock split which was effective as of October 12, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.