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Pan Zibing Form 4												
March 08, 2											PPROVA	۸١
FORM	UNITED	STATES					NGE	COMMISSIO	N	OMB OMB Number:		-0287
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	nger to 16. or Filed put ons ntinue.	Washington, D.C. 20549 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									Janua average urs per	ry 31, 2005 0.5
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> 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.			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011			_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) Chief Financial Officer						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 						
EDMOND	, OK 73012							Form filed by Person	/ Mc	ore than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	ve Secur	ities A	cquired, Disposed	of,	or Beneficia	lly Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Dispose (Instr. 3	ed (A) or ed of (D) 6, 4 and 5 (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	Ownership rm: Direct) or Indirect astr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al 1ip
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Pers info requ disp	sons wh rmation uired to	no res n cont respo	or indirectly. pond to the colle ained in this forr ond unless the fo atly valid OMB co	n a orm	re not	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D) Date Exercisable	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Pan Zibing 1813 NW 176TH PL. EDMOND, OK 73012	Х		Chief Financial Officer					
Signatures								

/s/Zibing Pan	03/08/2011
<u>**</u> 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).

Remarks:

The Reporting Person ceased to be the Chief Financial Officer and director of the Company, effective March 1, 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.