

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-15911

CELSION CORPORATION
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation or organization)	<u>52-1256615</u> (I.R.S. Employer Identification No.)
<u>10220-L Old Columbia Road Columbia, Maryland</u> (Address of principal executive offices)	<u>21076</u> (Zip Code)

(410) 290-5390

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 9, 2009 the Registrant had 12,117,967 shares outstanding of Common Stock, \$.01 par value per share.

EXPLANATORY NOTE:

This Amendment No. 1 (the "Amendment") to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, filed by Celsion Corporation, a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission on November 10, 2009 (the "Quarterly Report"), is filed for the sole purpose of correcting the number of outstanding shares of the Company's common stock, \$0.01 par value per share, listed on the cover page, which was inadvertently incorrect as the result of clerical error. The Company hereby amends the cover page of the Quarterly Report to indicate that the number of shares outstanding of the Company's common stock, \$0.01 par value per share, as of November 9, 2009, was 12,117,967.

In addition, we are filing as exhibits certain currently dated certifications.

No other changes or updates are being made to the Quarterly Report.

This Amendment is limited in scope to the correction described above and does not amend, update, or change any other items or disclosures contained in the Quarterly Report. Accordingly, all other items that remain unaffected are omitted in this filing. Except as described in the preceding paragraphs, we do not purport by this Amendment to update any of the information contained in the Quarterly Report, which continues to speak as of the original date of the Quarterly Report.

PART II

OTHER INFORMATION

Part II of our Quarterly Report is hereby amended solely to add the following exhibits required to be filed in connection with this Amendment No. 1.

Item 6. Exhibits.

- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith)
 - 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith)
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

November 18, 2009

CELSION CORPORATION

By: /s/ Sean Moran

Name: Sean Moran

Title: Senior Vice President and Chief Financial Officer

**CELSION CORPORATION
CERTIFICATION**

I, Michael H. Tardugno, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A to the quarterly report of Celsion Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 18, 2009

/s/ Michael H. Tardugno
Michael H. Tardugno
Chief Executive Officer
Celsion Corporation

**CELSION CORPORATION
CERTIFICATION**

I, Sean Moran, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A to the quarterly report of Celsion Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 18, 2009

Officer

/s/ Sean Moran
Sean Moran
Senior Vice President and Chief Financial
Celsion Corporation