

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Tardugno Michael H</u> (Last) (First) (Middle) 10220-L OLD COLUMBIA ROAD (Street) COLUMBIA MD 21046-2364 (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Celsion CORP [ CLSN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 01/19/2008	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/19/2008 <sup>(1)</sup>		M		33,333 <sup>(1)</sup>	A	\$0	122,662 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Restricted	\$0	01/19/2008 <sup>(1)</sup>		M		33,333 <sup>(1)</sup>		(1)	(1)	Common Stock	33,333	\$0	665,000 <sup>(2)</sup>	D	

**Explanation of Responses:**

- On January 3, 2007, Mr. Tardugno was awarded 50,000 of restricted stock vesting in three equal installments beginning January 19, 2008. This was properly reported in a Form 4 filed January 4, 2007 as the acquisition of "Derivative Securities". All of the shares have since vested. The January 19, 2010 vesting was previously reported on a Form 4 filed April 15, 2010. The vesting of the remaining 33,333 was not previously reported on Form 4 and the shares of restricted stock have been incorrectly reports as derivative securities in all of Mr. Tardugno's Forms 4 between January 19, 2008 through April 15, 2010. The restricted stock vested as follows: 16,667 on January 19, 2008 and 16,666 on January 19, 2009.
- Represents the shares/derivative securities beneficially owned as of the date of this filing, April 30, 2010

Timothy J  
Tumminello, Controller &  
Interim CAO

04/03/2010

\*\* Signature of Reporting Person Date

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

\* 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).

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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