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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934**

**Date of report (date of earliest event reported): June 26, 2006**

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**COMMONWEALTH BIOTECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or Other Jurisdiction  
of Incorporation)

**001-13467**  
(Commission  
File Number)

**56-1641133**  
(IRS Employer  
Identification No.)

**601 Biotech Drive**  
**Richmond, Virginia 23235**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (804) 648-3820**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01 OTHER EVENTS

On June 26, 2006, Commonwealth Biotechnologies, Inc. (the "Company") issued a press release announcing that one of its directors, Samuel Sears, Jr., intends to sell 32,000 shares of his stock in the Company. Mr. Sears continues to serve on the Board of the Company and will retain a significant number of shares of the Company's stock.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statements of businesses acquired.

Not Applicable.

- (b) Pro forma financial information.

Not Applicable.

- (c) Shell company transactions.

Not Applicable.

- (d) Exhibits.

99.1 Press release, dated June 26, 2006, relating to the sale of 32,000 shares of stock in Commonwealth Biotechnologies, Inc. by Samuel Sears, Jr.

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

COMMONWEALTH BIOTECHNOLOGIES, INC.

By: /s/ Robert B. Harris, Ph.D.

Robert B. Harris, Ph.D.

President and Chief Executive Officer

Dated: June 28, 2006

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**EXHIBIT INDEX**

<u>Number</u>	<u>Description of Exhibit</u>
99.1	Press release, dated June 26, 2006, relating to the sale of 32,000 shares of stock in Commonwealth Biotechnologies, Inc. by Samuel Sears, Jr.

For further information, contact:

Dr. Robert B. Harris  
President/CEO, CBI  
Phone: 800 735 9224  
Fax: 804 648 2641

**Commonwealth Biotechnologies, Inc. Director Plans Sale of Stock**

*Personal Situation Requires Asset Liquidation*

RICHMOND, VA (June 26, 2006) - Commonwealth Biotechnologies, Inc. (CBI) (NASDAQ Capital Market: CBTE), today announced that Mr. Samuels Sears, Jr., one of its Directors, will be selling up to 32,000 shares of his holdings. Mr. Sears has indicated that the sale is the result of impending divorce proceedings and the need to liquidate certain of his assets. "This sale is the result of an unfortunate personal situation and, in no way, should be viewed as the result of any negative feelings towards the company. I will continue to serve on the Board and, even with this sale, will still retain a significant number of CBI shares," said Mr. Sears.

**About CBI**

Commonwealth Biotechnologies, Inc. is a solutions provider to the global biotechnology industry, academic institutions, government agencies, and pharmaceutical companies. It offers broad ranging expertise and a complete array of the most current analytical and synthetic chemistries and biophysical analysis technologies, many of which are not available from other commercial sources. CBI has crafted a stimulating, open environment where scientists collaborate among themselves and with our clients, take on interesting challenges and develop creative solutions. Through its FIL division, CBI offers comprehensive genetic identity testing, including paternity, forensic, and CODIS analyses. CBI is accredited by the American Association of Blood Banks, CLIA, and the National Forensic Science Technology Council, and operates fully accredited BSL-3 laboratory. For more information, visit CBI on the web at [www.cbi-biotech.com](http://www.cbi-biotech.com) and visit FIL at [www.fairfaxidlab.com](http://www.fairfaxidlab.com).

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Any statements contained in this release that relate to future plans, events or performance are forward-looking statements that involve risks and uncertainties as identified in the Company's filings with the Securities and Exchange Commission. Actual results, events or performance may differ materially. No statement herein should be considered an offer of any securities.