

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * <u>Krueger Gerald P</u> (Last) (First) (Middle) <u>4105 KOMES COURT</u> (Street) <u>ALEXANDRIA VA 22306</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMMONWEALTH BIOTECHNOLOGIES INC [CBTE]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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	Amount or Number of Shares				
Options ⁽¹⁾	\$6	01/03/2005		A		3,000		01/03/2005	01/03/2015	Common Stock	3,000	\$6	3,000	D	
Options ⁽¹⁾	\$5.8	11/05/2004		A		5,000		11/05/2004	11/05/2014	Common Stock	5,000	\$5.8	8,000	D	
Options ⁽¹⁾	\$5.8	11/05/2004		A		5,000		11/05/2005	11/05/2014	Common Stock	5,000	\$5.8	13,000	D	
Options ⁽¹⁾	\$5.8	11/05/2004		A		5,000		11/05/2006	11/05/2014	Common Stock	5,000	\$5.8	18,000	D	

Explanation of Responses:

1. Nonqualified options granted pursuant to Commonwealth Biotechnologies, Inc. 2002 Stock Incentive Plan, as amended.

/s/Bradley A. Haneberg, as
Attorney-in-Fact

01/04/2005

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Known by all these presents,
that the undersigned hereby constitutes
and appoints each of Bradley A. Haneberg
and Robert B. Harris, signing singly,
the undersigned's true and lawful
attorney-in-fact to:

(1) execute for and on behalf
of the undersigned, in the undersigned's
capacity as an officer and/or director
of Commonwealth Biotechnologies, Inc.,
a Virginia corporation (the "Company"),
Forms 3, 4 and 5 in accordance with
Section 16(a) of the Securities
Exchange Act of 1934 and the rules
thereunder;

(2) do and perform any
and all aspects for and on behalf
of the undersigned which may be
reasonably necessary or desirable
to complete and execute any such
Form 3, 4 or 5 and timely file such
form with the United States
Securities and Exchange Commission
and any stock exchange or similar
authority; and

(3) take any other action
of any type whatsoever in connection
with the foregoing which, in the
opinion of such attorney-in-fact,
may be of benefit to, and in the best
interest of, or legally required by,
the undersigned.

The undersigned hereby grants
to each such attorney-in-fact full
power and authority to do and perform
any and every act and thing whatsoever
requisite, necessary, or proper to be
done in the exercise of any of the rights
and powers herein granted, as fully
to all intents and purposes as the
undersigned might or could do if
personally present, with full power
of substitution or revocation, hereby
ratifying and confirming all that such
attorney-in-fact, or such
attorney-in-fact's substitute or
substitutes, shall lawfully do or
cause to be done by virtue of this
power of attorney and the rights and
powers herein granted. The undersigned
acknowledges that the foregoing
attorneys-in-fact, in serving in such
capacity at the request of the
undersigned, are not assuming, nor is
the Company assuming, any of the
undersigned's responsibilities to
comply with Section 16 of the
Securities Exchange Act of 1934.

This Power of Attorney shall
remain in full force and effect until
the undersigned is no longer required
to file Forms 3, 4 and 5 with respect
to the undersigned's holdings and
transactions in securities issued
by the Company, unless earlier
revoked by the undersigned in a
signed writing delivered to the
foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the
undersigned has caused this Power
of Attorney to be executed as of
the 1st day of September, 2004

/s/Gerald P. Krueger, Ph.D.

Gerald P. Krueger, Ph.D., CPE

