### FORM 5

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

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVA
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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Form 4 Transactions Reported.

or Section 30(h) of the Investment Company Act of 1940

Form 4 Transaction	s Reported.	FII	or Section 30(h) of the Investment Company Act of 1940			
CAUSEY JAMES D			2. Issuer Name and Ticker or Trading Symbol COMMONWEALTH BIOTECHNOLOGIES INC [ CBTE ]		tionship of Reporting Personall applicable)  Director  Officer (give title	on(s) to Issuer  10% Owner  Other (specify
(Last) 601 BIOTECH D	(First) RIVE	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007		below)	below)
(Street) RICHMOND (City)	VA (State)	23235 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing Form filed by One Repo Form filed by More than	orting Person

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date Execution Date,		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities		7. Nature of Indirect Beneficial
		(Month/Day/Year)	Code (Instr. 8)	Amount	(A) or (D)	Price	at end of Issuer's Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)

# 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 Derivative Securities Acquired Disposed (Instr. 3, 5)	es I(A) or d of (D)	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Options <sup>(1)</sup>	\$2.06	03/23/2007		A	3,000		(2)	(3)	Common Stock	3,000	\$0	24,000	D	

#### Explanation of Responses:

- 1. Options granted under the Commonwealth Biotechnologies, Inc. 2002 Stock Incentive Plan.
- 2. Options vest upon grant.
- 3. Options expire 10 years following grant.

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

02/06/2008

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.