UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2008

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number 000-15888

IGENE Biotechnology, Inc.
(Exact name of registrant as specified in its charter)

Maryland	52-1230461
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

9110 Red Branch Road, Columbia, Maryland 21045-2024
(Address of principal executive offices)

(410) 997-2599
(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 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	[ ]	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 [√]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

There were 110,337,072 shares of common stock, par value $.01, issued and outstanding as of November 3, 2008.

FORM 10-Q
IGENE Biotechnology, Inc.

INDEX

IGENE BIOTECHNOLOGY, INC. QUARTERLY REPORT
UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

PART I

FINANCIAL INFORMATION

Item 1. Financial Statements

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Balance Sheets

	September 30, 2008 (Unaudited)	December 31, 2007
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 1,151,096	$ 1,026,350
Accounts receivable	1,383,817	2,718,884
Inventory	3,728,527	8,059,777
Prepaid expenses and other current assets	23,283	38,351
TOTAL CURRENT ASSETS	6,286,723	11,843,362
Property and equipment, net	951,161	713,493
5 year non-compete (net of amortization of $23,097 and $0, respectively)	130,881	153,977
Customer contracts (net of amortization of $175,243 and $0, respectively)	58,415	233,658
Intellectual property	149,670	149,670
Other assets	5,125	5,125
TOTAL ASSETS	$ 7,581,975	$ 13,099,285
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 3,324,806	$ 7,902,625
TOTAL CURRENT LIABILITIES	3,324,806	7,902,625
LONG-TERM DEBT		
Notes payable (net of unamortized discount of $428,148 and $1,198,818, respectively)	5,414,119	4,643,449
Convertible debentures (net of unamortized discount of $1,047,133 and $1,331,548, respectively)	3,529,079	3,244,664
Contingent liability on joint venture separation	5,000,000	5,000,000
Accrued interest	7,036,375	6,442,076
REDEEMABLE PREFERRED STOCK		
Carrying amount of redeemable preferred stock, 8% cumulative, convertible, voting, series A, $.01 par value per share. Stated value $20.80 and $20.32, respectively. Authorized 1,312,500 shares; issued and outstanding 11,134 shares.	231,593	226,243
TOTAL LIABILITIES	24,535,972	27,459,057
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIENCY		
Common stock --- $.01 par value per share. Authorized 750,000,000 shares; issued and outstanding 110,337,072 shares.	1,103,371	1,103,371
Additional paid-in capital	33,276,687	33,276,687
Accumulated deficit	(51,364,171)	(48,739,830)
Other comprehensive income	30,116	---
TOTAL STOCKHOLDERS' DEFICIENCY	(16,953,997)	(14,359,772)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	$ 7,581,975	$ 13,099,285

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Statements of Operations
(Unaudited)

	Three months ended		Nine months ended	
	September 30, 2008	September 30, 2007	September 30, 2008	September 30, 2007
REVENUE				
Sales	$ 1,734,366	$ ---	$ 6,262,035	$ ---
Cost of sales	1,232,388	---	4,829,894	---
GROSS PROFIT	501,978	---	1,432,141	---
EQUITY IN REPAID ADVANCES (LOSS) OF JOINT VENTURE	---	(97,404)	---	161,224
OPERATING EXPENSES				
Marketing and selling	179,204	9,891	641,199	49,216
Research and development	402,774	223,774	1,192,312	721,060
General and administrative	165,443	188,537	570,238	666,599
Operating expenses reimbursed by Joint Venture	---	(476,167)	---	(1,436,653)
TOTAL OPERATING EXPENSES	747,421	(53,965)	2,403,749	222
OPERATING PROFIT (LOSS)	(245,443)	(43,439)	(971,608)	161,002
GAIN ON DISPOSAL OF PROPERTY AND EQUIPMENT	---	5,692	---	5,692
OTHER INCOME	---	6,160	2,040	13,697
INTEREST EXPENSE (including amortization of debt discount of $351,695 for the three months ended September 30, 2008 and 2007, and $1,055,085 for the nine months ended September 30, 2008 and 2007)	(553,024)	(552,995)	(1,654,773)	(1,658,111)
NET LOSS	$ (798,467)	$ (584,582)	$ (2,624,341)	$ (1,477,720)
Other comprehensive income (loss)				
Foreign exchange translation	(17,860)	---	30,116	---
TOTAL COMPREHENSIVE LOSS	$ (816,327)	$ (584,582)	$ (2,594,225)	$ (1,477,720)
BASIC AND DILUTED NET LOSS PER COMMON SHARE	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.01)
WEIGHTED AVERAGE SHARES OUTSTANDING	110,337,072	109,337,072	110,337,072	109,337,072

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Statement of Stockholders' Deficiency
(Unaudited)

	Common Stock (shares/amount)		Additional Paid-in Capital	Accumulated Deficit	Other Comprehensive Income	Total Stockholders' Deficiency
Balance at January 1, 2008	110,337,072	$1,103,371	$ 33,276,687	$ (48,739,830)	$ ---	$ (14,359,772)
Gain due to currency translation	---	---	---	---	30,116	30,116
Net loss for the nine months ended September 30, 2008	---	---	---	(2,624,341)	---	(2,624,341)
Balance at September 30, 2008	110,337,072	$1,103,371	$ 33,276,687	$ (51,364,171)	$ 30,116	$ (16,953,997)

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Statements of Cash Flows
(Unaudited)

	Nine months ended	
	September 30, 2008	September 30, 2007
Cash flows from operating activities		
Net loss	$(2,624,341)	$ (1,477,720)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Amortization of debt discount	1,055,085	1,055,085
Gain on disposal of equipment	---	(5,692)
Depreciation	13,308	14,020
Increase in preferred stock for cumulative dividends classified as interest	5,350	5,344
Amortization of customer contracts and non-compete	198,340	---
Recoupment of payment of joint venture	---	(161,224)
Decrease in:		
Accounts receivable	1,335,067	---
Inventory	4,331,249	---
Prepaid expenses and other current assets	15,068	6,596
Increase (decrease) in:		
Accounts payable and accrued expenses	(3,983,520)	459,411
Net cash provided by (used in) operating activities	345,606	(104,180)
Cash flows from investing activities		
Purchase of equipment	(250,976)	---
Cash proceeds from sale of property and equipment	---	20,000
Recoupment of payment to joint venture	---	161,224
Net cash provided by (used in) financing activities	(250,976)	181,224
Cash flows from financing activities		
Proceeds from issuance of convertible debenture	---	762,000
Repayment of convertible debenture	---	(705,000)
Net cash provided by financing activities	---	57,000
Gain due to currency translation	30,116	---
Net increase in cash and cash equivalents	124,746	134,044
Cash and cash equivalents at beginning of period	1,026,350	21,786
Cash and cash equivalents at end of period	$ 1,151,096	$ 155,830
Supplementary disclosure and cash flow information		
Cash paid for interest	$ ---	$ 57,637
Cash paid for income taxes	---	---

See Note (4) for non-cash investing and financing activities.

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

(1) Unaudited Consolidated Financial Statements

The September 30, 2008, consolidated financial statements presented herein are unaudited, and in the opinion of management, include all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of financial position, results of operations and cash flows. Such financial statements do not include all of the information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America. This Quarterly Report on Form 10-Q should be read in conjunction with the Annual Report on Form 10-KSB for IGENE Biotechnology, Inc. ("Igene" or the "Company") for the year ended December 31, 2007. The December 31, 2007, consolidated balance sheet is derived from the audited balance sheet included therein.

(2) Nature of Operations

Igene was incorporated in the State of Maryland on October 27, 1981, to develop, produce and market value-added specialty biochemical products. Igene is a supplier of natural astaxanthin, an essential nutrient in different feed applications and a source of pigment for coloring farmed salmon species. Igene is also venturing to supply astaxanthin as a nutraceutical ingredient. Igene is focused on research and development in the areas of fermentation technology, nutrition and health and the marketing of products and applications worldwide. Igene is the developer of AstaXin®, a natural astaxanthin product made from yeast, which is used as a source of pigment for coloring farmed salmonids.

Igene has devoted its resources to the development of proprietary processes to convert selected agricultural raw materials or feedstocks into commercially useful and cost effective products for the food, feed, flavor and agrochemical industries. In developing these processes and products, Igene has relied on the expertise and skills of its in-house scientific staff and, for special projects, various consultants.

In 2000, Igene formed a wholly-owned subsidiary, Igene Chile Comercial, Ltda., in Chile. The subsidiary has a sales and customer service office in Puerto Varas, Chile, and a product warehouse in Puerto Montt, Chile.

In an effort to develop a dependable source of production, on March 19, 2003, Tate & Lyle PLC ("Tate") and Igene announced a 50:50 joint venture to produce AstaXin® for the aquaculture industry, which we refer to as the "Joint Venture." Production utilized Tate's fermentation capability together with the unique technology developed by Igene. Part of Tate's existing citric acid facility located in Selby, England, was modified to include the production of this product. Tate's investment of approximately $24,600,000 included certain of its facility assets that were used in citric acid production. Igene's contribution to the Joint Venture, including its intellectual property and its subsidiary in Chile, was valued by the parties as approximately equal to Tate's contribution. For accounting purposes, Igene's accounting contribution was valued at zero.

On October 31, 2007, Igene and Tate entered into a Separation Agreement pursuant to which the Joint Venture Agreement was terminated. As part of the Separation Agreement, Igene sold to Tate its 50% interest in the Joint Venture and the Joint Venture sold to Igene its intellectual property, inventory and certain assets and lab equipment utilized by the Joint Venture, as well as Igene's subsidiary in Chile. The purchase price paid by Tate to Igene for its 50% interest in the Joint Venture was 50% of the Joint Venture's net working capital. The purchase price paid by Igene for the inventory was an amount equal to 50% of the Joint Venture's net working capital, the assumption of various liabilities and the current market price of the inventory, less specified amounts. In addition, Igene agreed to pay to Tate an amount equal to 5% of Igene's gross revenues from the sale of astaxanthin up to a maximum of $5,000,000. Tate agreed for a period of five years not to engage in the astaxanthin business.

As a result of the Joint Venture termination, Igene is not currently producing astaxanthin products, and is researching several alternatives for a potential new source of production. At the current pace, Igene expects to have inventories of existing product necessary to meet demand through 2008. Igene expects to be out of the market for an uncertain period of time until a new source of production can be identified, commence operations and yield salable product.

(3) Going Concern

Igene has incurred net losses in each year of its existence, aggregating approximately $51,364,000 from inception to September 30, 2008, and as of September 30, 2008, Igene's liabilities exceeded its assets by approximately $16,954,000. These factors indicate that Igene may not be able to continue in existence unless it is able to raise additional capital and attain profitable operations.

As a result of the Joint Venture termination, Igene maintains the salable inventory but is not currently producing astaxanthin products, and is researching several alternatives for a potential new source of production. At the current pace, Igene expects to have inventories of existing product necessary to meet demand through 2008. Igene expects to be out of the market for an uncertain period of time until a new source of production can be identified, commence operations and yield salable product. No adjustments to the financial statements have been made as a result of this uncertainty. In the interim, Igene will sell the existing inventory in order to maintain its relationship with customers and use these funds to cover expenses.

(4) Noncash Investing and Financing Activities

During the nine months ended September 30, 2008 and 2007, the Company recorded in each quarter dividends in arrears on 8% redeemable preferred stock accumulating at $.48 per share aggregating to $5,350 and $5,344, respectively.

(5) Amendment to Long – Term Liabilities

Igene entered into Convertible Promissory Notes (the "Convertible Notes") with each of the following note holders for the following respective amounts (a) NorInnova AS (formerly Forskningsparken I Tromsø AS) for $106,500; (b) Knut Gjernes for $7,500; (c) Magne Russ Simenson for $278,000; and (d) Nord Invest AS for $313,000. Each of the Convertible Notes had a maturity date of November 1, 2004. On November 18, 2005, each of the Convertible Note holders provided Igene with written notice of default under each of the Convertible Notes.

On November 29, 2006, the Convertible Note holders filed a complaint against the Company in the Circuit Court of Howard County, Maryland seeking payment of all outstanding amounts due under the Convertible Notes, the "Notes Litigation." On February 23, 2007, the Company paid $762,638, representing the full amount due including interest, to the Convertible Note holders as settlement of all claims related to the Notes Litigation. The complaint was dismissed with prejudice on March 6, 2007.

In an attempt to settle the matter, the Note holders were offered the ability to extend the Convertible Notes for a period of ten years at an interest rate of 5%. The conversion would be changed from the original debenture rate of $.10 (ten cents) per share to the current market rate of $.02 (two cents) per share. They rejected the offer.

The funds to settle the Notes Litigation were provided by two of Igene's directors through the issuance of debentures on the terms of the offering to the Convertible Note holders described above. On February 15, 2007, Igene issued and sold $762,000 in aggregate principal amount of 5% convertible debentures, 50% each to Thomas Kempner and Sidney Knafel, directors of Igene. These debentures are convertible into shares of Igene's common stock at $.02 per share, based on the market price of Igene's shares at the time the debentures were agreed to. These debentures, if not converted earlier, become due on February 15, 2017.

(6) Previous Joint Venture

On March 18, 2003, the Company entered into a Joint Venture Agreement with Tate & Lyle Fermentation Products Ltd. ("Tate"). Pursuant to the Joint Venture Agreement, the Company and Tate agreed to form a joint venture (the "Joint Venture") to manufacture, market and sell astaxanthin and derivative products

throughout the world for all uses other than as a nutraceutical or otherwise for direct human consumption. Tate contributed $24,600,000, including certain facility assets that were used in citric acid production, while the Company transferred to the Joint Venture its technology relating to the production of astaxanthin and assets related thereto. The assets transferred by the Company were used by the Joint Venture in the same manner as historically used by the Company. The Company and Tate each had a 50% ownership interest in the Joint Venture and equal representation on the Board of Directors of the Joint Venture. The value of the Company's initial investment in the Joint Venture was recorded at an amount equal to Igene's historical book value. As the cost of the Company's technology and intellectual property had been previously expensed and had a carrying amount of zero, the investment in the Joint Venture was originally recorded with a book value of $316,869, which represented the unamortized production costs contributed to the Joint Venture. The Company also contributed $6,000 to the capital of the Joint Venture.

Production utilized Tate's fermentation capability together with the unique technology developed by Igene. Part of Tate's existing Selby, England, citric acid facility was modified to produce up to 1,500 tons per annum of astaxanthin. Sales and cost of sales activity were recorded as part of the earnings of the unconsolidated venture.

On October 31, 2007, Igene and Tate entered into a Separation Agreement pursuant to which the Joint Venture Agreement was terminated. As part of the Separation Agreement, Igene sold to Tate its 50% interest in the Joint Venture and the Joint Venture sold to Igene its intellectual property, inventory and certain assets and lab equipment utilized by the Joint Venture as well as the Chilean sales subsidiary. The purchase price paid by Tate to Igene for its 50% interest was 50% of the Joint Venture's net working capital. The purchase price paid by Igene for the inventory was an amount equal to 50% of the Joint Venture's net working capital, the assumption of various liabilities and the current market price of the inventory, less specified amounts. In addition, Igene agreed to pay to Tate an amount equal to 5% of Igene's gross revenues from the sale of astaxanthin up to a maximum of $5,000,000. Tate agreed for a period of five years not to engage in the astaxanthin business.

Upon the termination of the Joint Venture it was determined that the transaction should be recorded as an asset purchase. This determination was based upon the assets received not constituting a business in accordance with EITF 98-3. Based on that determination, an independent valuation expert was hired to determine the fair value of the assets received and the liabilities assumed. As the fair value received exceeded the liabilities assumed, the fair value of the assets received were reduced to equal the liabilities assumed. Consistent with FASB Statement 141, in this exchange transaction between two parties the value received is considered to be equal to what was assumed. All contingent liabilities were recorded at their maximum amount along with the value of the other consideration given. The reduction in value to arrive at the other consideration given was allocated pro rata to the long term assets.

As a result of the Joint Venture termination, Igene is now researching several alternatives for a potential new source of production. At the current pace, Igene expects to have inventories of existing product necessary to meet demand through 2008. Igene expects to be out of the market for an uncertain period of time until a new source of production can be identified, commence operations and yield salable product.

Prior to the separation, sales and marketing of astaxanthin took place in the unconsolidated Joint Venture. From inception on March 18, 2003 through September 30, 2007, Igene's portion of the Joint Venture's net loss was $21,826,251. The loss was a result of a 50% interest in the negative gross profit from inception of $21,304,462 on sales of $38,380,752, less manufacturing cost of $59,685,214, selling and general and administrative expenses of $16,592,813, and interest expense of $5,805,227. The total resulting loss was $43,652,502, of which 50% was Igene's portion.

Because the Company accounted for its investment in the Joint Venture under the equity method of accounting, it would ordinarily recognize a loss representing its 50% equity interest in the loss of the Joint Venture or the amount that is guaranteed by the Company, if any. However, losses in the Joint Venture were recognized only to the extent of the investment in and advances to the Joint Venture. Losses in excess of this amount were suspended from recognition in the financial statements.

At September 30, 2007, prior to the recognition of its portion of the Joint Venture loss, Igene's investment in the Joint Venture consisted of $322,869 and its net advances to the Joint Venture amounted to $1,007,888, for a total of $1,330,757. Through December 31, 2006, Igene recognized $1,491,981 of the $15,922,400 loss, which existed as part of the Joint Venture. In the first six months of 2007, the balance of the funds due to Igene was reduced by a net repayment of $258,628, representing the June 30, 2007, balance of $1,233,353. For the three months ended September 30, 2007, Igene recognized a loss from the advance for that period of $97,404. This advance decreased the additional suspended loss of $1,293,769 for the quarter. The cumulative suspended loss at September 30, 2007 was $20,495,494 and was carried forward to offset Igene's share of any earnings from the Joint Venture. The balance in the Advances to and Investment in Joint Venture account on the Company's condensed consolidated financial statements is zero at September 30, 2008.

The following schedules display certain account balances of the Joint Venture as of September 30, 2007, and the period since initial investment at March 18, 2003 (inception):

	September 30, 2007
ASSETS	
CURRENT ASSETS	
Cash	$ 2,645,000
Account Receivable	4,711,000
Inventory	13,069,000
	20,425,000
OTHER ASSETS	
Property, plant and equipment, net	19,668,000
Intangibles	24,614,000
TOTAL ASSETS	$ 64,707,000
LIABILITIES AND EQUITY	
CURRENT LIABILITIES	
Accounts payable and accrued expenses (majority of which is due to one joint venturer)	$ 48,419,000
Working capital loan	7,628,000
TOTAL LIABILITIES	56,047,000
Equity	8,660,000
TOTAL LIABILITIES AND EQUITY	$ 64,707,000

	Period from March 18, 2003 (initial investment) to September 30, 2007
Net Sales	$ 38,380,752
Less: manufacturing cost	(59,685,214)
Gross Profit (Loss)	(21,304,462)
Less: selling, general and administrative	(16,542,813)
Operating Loss	(37,847,275)
Interest Expense	(5,805,227)
Net Loss	$ (43,652,502)
Igene's 50% equity interest in the net loss	$ (21,826,251)
Igene's Investment in and Advances to the Joint Venture	(1,330,757)
Igene's suspended loss at September 30, 2007	$ (20,495,494)

The following statement displays the significant activity for the Joint Venture for the three and nine months ended September 30, 2007 and 2006.

	Three Months Ended		Nine Months Ended	
	Sept 30, 2007	Sept 30, 2006	Sept 30, 2007	Sept 30, 2006
Net Sales	$ 3,544,013	$ 1,995,800	$ 10,607,873	$ 7,450,539
Less: manufacturing cost	(4,277,044)	(2,267,300)	(16,746,356)	(8,207,494)
Gross Profit (Loss)	(733,031)	(271,500)	(6,138,483)	(756,955)
Less: selling, general and admin	(1,021,530)	(897,000)	(3,452,526)	(2,780,319)
Operating Loss	(1,754,561)	(1,168,500)	(9,591,009)	(3,537,274)
Interest Expense	(832,977)	(495,100)	(2,216,693)	(1,619,300)
Net Loss	$ (2,587,538)	$ (1,663,600)	$(11,807,702)	$ (5,156,574)
50% equity interest	$ (1,293,769)	$ (831,800)	$ (5,903,851)	$ (2,578,287)
Igene's Repayments from and additional (Investment in and Advances to the Joint Venture)	(97,404)	11,299	161,224	(6,964)
Igene's incremental suspended loss for period	$ (1,196,365)	$ (843,099)	$ (6,065,075)	$ (2,571,323)

(7) Stockholders' Deficiency

As of September 30, 2008, 22,268 shares of authorized but unissued common stock were reserved for conversion of the Company's outstanding preferred stock.

As of September 30, 2008, 72,232,334 shares of authorized but unissued common stock were reserved for distribution and exercise pursuant to the Company's employee stock option plans.

As of September 30, 2008, 23,421,273 shares of authorized but unissued common stock were reserved for the conversion of outstanding convertible promissory notes held by directors of the Company in the aggregate amount of $1,082,500.

As of September 30, 2008, 104,527,651 shares of authorized but unissued common stock were reserved for the conversion of outstanding convertible promissory notes held by directors of the Company.

As of September 30, 2008, 205,261,073 shares of authorized but unissued common stock were reserved for the exercise of outstanding warrants.

(8) Basic and Diluted Net Loss per Common Share

Basic and diluted net loss per common share for the nine-month periods ended September 30, 2008 and 2007, are based on 110,337,072 and 109,337,072, respectively, of weighted average common shares outstanding. The same figures for the three month period then ended are based upon 110,337,072 and 109,337,072, respectively, of weighted average common shares outstanding. No adjustment has been made for any common stock equivalents outstanding because their effects would be antidilutive. As of September 30, 2008 and 2007, potentially dilutive shares totaled 488,414,337 and 405,614,599, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY STATEMENTS FOR PURPOSES OF "SAFE HARBOR PROVISIONS" OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995:

EXCEPT FOR HISTORICAL FACTS, ALL MATTERS DISCUSSED IN THIS REPORT, WHICH ARE FORWARD-LOOKING, INVOLVE A HIGH DEGREE OF RISK AND UNCERTAINTY. CERTAIN STATEMENTS IN THIS REPORT SET FORTH MANAGEMENT'S INTENTIONS, PLANS, BELIEFS, EXPECTATIONS OR PREDICTIONS OF THE FUTURE BASED ON CURRENT FACTS AND ANALYSES. WHEN WE USE THE WORDS "BELIEVE," "EXPECT," "ANTICIPATE," "ESTIMATE," "INTEND" OR SIMILAR EXPRESSIONS, WE INTEND TO IDENTIFY FORWARD-LOOKING STATEMENTS. YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE INDICATED IN SUCH STATEMENT, DUE TO A VARIETY OF FACTORS, RISKS AND UNCERTAINTIES. POTENTIAL RISKS AND UNCERTAINTIES INCLUDE, BUT ARE NOT LIMITED TO, COMPETITIVE PRESSURES FROM OTHER COMPANIES WITHIN THE BIOTECH AGRICULTURE AND AQUACULTURE INDUSTRIES, ECONOMIC CONDITIONS IN THE COMPANY'S PRIMARY MARKETS, EXCHANGE RATE FLUCTUATIONS, REDUCED PRODUCT DEMAND, INCREASED COMPETITION, INABILITY TO PRODUCE REQUIRED CAPACITY, UNAVAILABILITY OF FINANCING, GOVERNMENT ACTION, WEATHER CONDITIONS AND OTHER UNCERTAINTIES, INCLUDING THOSE DETAILED IN "RISK FACTORS" THAT ARE INCLUDED FROM TIME-TO-TIME IN THE COMPANY'S SECURITIES AND EXCHANGE COMMISSION FILINGS. THE COMPANY ASSUMES NO DUTY TO UPDATE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER THE DATE OF SUCH STATEMENTS.

The following discussion should be read in conjunction with our unaudited consolidated interim financial statements and related notes thereto included in this quarterly report and in our audited consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") contained in our Form 10-KSB for the year ended December 31, 2007.

Results of Operations

Sales and other revenue

As part of the Joint Venture Agreement, all sales of AstaXin® prior to October 31, 2007, were recognized through the Joint Venture. Therefore, Igene recorded no sales during 2006 or in 2007 prior to October 31, 2007. For the quarter ended September 30, 2008, Igene recorded sales in the amount of $1,734,366. For the nine months ended September 30, 2008, Igene recorded sales in the amount of $6,262,035. As a result of the Joint Venture termination, Igene is not currently producing astaxanthin products, and is researching several alternatives for a potential new source of production. Sales have been limited due to insufficient production quantity and are expected to decline sometime during the fourth quarter of 2008 and remain negligible until a source of production can be identified and production begins. Igene expects to be out of the market for an uncertain period of time until a new source of production can be identified, commence operations and yield salable product. Igene is currently researching various alternatives for future production but has not yet engaged any new source of production. Management believes that this decision is of fundamental importance to Igene and continues to seek an appropriate production partner.

Cost of sales and gross profit

As with sales revenue, beginning July 2003 through October 31, 2007, cost of sales and gross profit were recognized through the Joint Venture. Therefore, Igene recorded no cost of sales or gross profit during 2006 or in 2007 prior to October 31, 2007. For the quarter ended September 30, 2008, Igene recorded cost of sales in the amount of $1,232,388. For the nine months ended September 30, 2008 Igene recorded cost of sales in the amount of $4,829,894. This resulted in a gross profit for the quarter ended September 30, 2008, of $501,978 or 29%. For the nine months ended September 30, 2008, this resulted in a gross profit of $1,432,141 or 23%. The increase in gross profit is due mainly to the discount on the product that was purchased at the conclusion of the Joint Venture. With the termination of the Joint Venture, there can be no assurance of the continued dependability of production. As a result, future cost of sales is expected to increase through the remainder of 2008, whereupon sales, and cost of sales, are expected to be negligible until a source of production can be identified and production begins. Commencement of production cannot be predicted. Igene is currently researching various alternatives for future production. No assurances can be provided with regard to a new source of production.

Marketing and selling expenses

For the quarters ended September 30, 2008 and 2007, Igene recorded marketing and selling expense in the amount of $179,204 and $9,891, respectively, an increase of $169,313. For the nine months ended September 30, 2008 and 2007, Igene recorded marketing and selling expense in the amount of $641,199 and $49,216, respectively, an increase of $591,983. With the termination of the Joint Venture, Igene has reassumed responsibility for the marketing and selling function that was being done by the Joint Venture. It is expected that this level of marketing and selling expense will be constant as Igene has reassumed the activities of the Chilean subsidiary and looks to maintain its customer base through the period in which it engages a new source of production. However, no assurances can be made with regard to a new source of production or maintenance of the customer base. Prior to October 2007, all marketing and selling expenses incurred by Igene as part of the Joint Venture had been reimbursed by the Joint Venture. Since October 2007, these expenses have been funded by cash flows from operations, to the extent available for such purposes. However, we do not expect cash flows from operations to continue beyond the fourth quarter of 2008 unless and until a source of production is identified and production begins.

Research, development and pilot plant expenses

For the quarters ended September 30, 2008 and 2007, Igene recorded research and development costs in the amount of $402,774 and $223,774, respectively, an increase of $179,000 or 80%. For the nine months ended September 30, 2008 and 2007, Igene recorded research and development costs in the amount of $1,192,312 and $721,060, respectively, an increase of $471,252 or 65%. Research and development costs have increased as Igene works to develop new uses for its product. It is expected these costs will remain at current increased levels in support of increasing the efficiency of the manufacturing process through experimentation in the Company's pilot plant, developing higher yielding strains of yeast and other improvements in the Company's AstaXin® technology. Prior to October 2007, all research and development expenses incurred by Igene as part of the Joint Venture were reimbursed by the Joint Venture. Since October 2007, these expenses have been funded by cash flows from operations, to the extent available for such purposes. However, we do not expect cash flows from operations to continue beyond the fourth quarter of 2008 unless and until a source of production is identified and production begins.

General and administrative expenses

General and administrative expenses for the quarter ended September 30, 2008 and 2007, were $165,443 and $188,537, respectively, a decrease of $23,094 or 12%. General and administrative expenses for the nine months ended September 30, 2008 and 2007, were $570,238 and $666,599, respectively, a decrease of $96,361 or 14%. These costs are expected to remain constant. Igene works to reduce overhead costs and spend funds on research and development efforts. Prior to October 2007, all general and administrative expenses incurred related to research and sales of product by Igene as part of the Joint Venture had been reimbursed by the Joint Venture. Since October 2007, these expenses have been funded by cash flows from operations, to the extent available for such purposes. However, we do not expect cash flows from operations to continue beyond the fourth quarter of 2008 unless and until a source of production is identified and production begins.

Expenses reimbursement by Joint Venture

As part of the Joint Venture Agreement, costs incurred by Igene related to production, research and development, as well as those related to the marketing of AstaXin®, and most of the general and administrative expenses, were considered costs of the Joint Venture and therefore were reimbursed by the Joint Venture. For the nine months ended September 30, 2007, costs reimbursed by the Joint Venture totaled $1,436,653. The costs covered $49,216 of marketing costs, $721,060 of research and development costs and $666,377 of general and administrative costs.

Interest expense

Interest expense for the quarters ended September 30, 2008 and 2007 was $553,024 and $552,995, respectively, an increase of less than 1%. This includes amortization of discount on Igene's notes and debentures of $351,695 for the quarters ended September 30, 2008 and 2007. For the nine months ended September 30, 2008 and 2007, interest expense was $1,654,773 and $1,658,111, respectively, a decrease of $3,338 or less than 1%. This includes amortization of discount on Igene's notes and debentures of $1,055,085 for the nine months ended September 30, 2008 and 2007. The interest expense was almost entirely composed of interest on the Company's long term financing from its directors and other stockholders, and interest on the Company's subordinated debentures in both periods.

Equity in earnings of unconsolidated Joint Venture

Prior to the October 31, 2007, termination of the Joint Venture, the production, sales and marketing of astaxanthin took place in the unconsolidated Joint Venture. From inception on March 18, 2003 through September 30, 2007, Igene's portion of the Joint Venture's net loss was $21,826,251. The loss was a result of a 50% interest in the following: Gross profit from inception was a negative $21,304,462 on sales of $38,380,752, less manufacturing cost of $59,685,214. Selling and general and administrative expenses were $16,542,813, and interest expense was $5,805,227. The resulting loss was $43,652,502. Igene's 50% portion of the Joint Venture loss was $21,826,251.

Because the Company accounted for its investment in the Joint Venture under the equity method of accounting, it would ordinarily recognize a loss representing its 50% equity interest in the loss of the Joint Venture or the amount that is guaranteed by the Company, if any. However, losses in the Joint Venture were recognized only to the extent of the investment in and advances to the Joint Venture. Losses in excess of this amount were suspended from recognition in the financial statements.

At September 30, 2007, prior to the recognition of its portion of the Joint Venture loss, Igene's investment in the Joint Venture consisted of $322,869 and its net advances to the Joint Venture amounted to $1,007,888, for a total of $1,330,757. Through December 31, 2006, Igene recognized $1,491,981 of the $15,922,400 loss, which existed as part of the Joint Venture. In the first six months of 2007, the balances of the funds due to Igene was reduced by a net repayment of $258,628, representing the June 30, 2007, balance of $1,233,353. For the three months ended September 30, 2007, Igene recognized a loss from the advance for that period of $97,404. This advance decreased the additional suspended loss of $1,293,769 for the quarter. The cumulative suspended loss at September 30, 2007 was $20,495,494 and was carried forward to offset Igene's share of earnings from the Joint Venture, if any. The balance in the Advances to and Investment in Joint Venture account on the Company's condensed consolidated financial statements was zero at September 30, 2007.

Net loss and basic and diluted net loss per common share

As a result of the foregoing, the Company reported comprehensive losses of $816,327 and $584,582, respectively, for the quarters ended September 30, 2008 and 2007, an increase in the loss of $231,745 or 40%. This represents a loss of $0.01 per basic and diluted common share in each of the quarters ended September 30, 2008 and 2007. The Company reported comprehensive losses of $2,594,225 and $1,477,720, respectively, for the nine months ended September 30, 2008 and 2007, an increase in the loss of $1,116,505 or 76%. This represents a loss of $0.02 and $0.01 per basic and diluted common share for the nine months ended September 30, 2008 and 2007, respectively. The weighted average number of shares of common stock outstanding of 110,337,072 and 109,337,072 for the quarters and nine months ended September 30, 2008 and 2007, respectively, has increased by 1,000,000 shares. The increase in outstanding shares resulted from the issuance of 1,000,000 shares of common stock to the Company's Director of Manufacturing in October of 2007.

Financial Position

During the nine months ended September 30, 2008 and 2007, in addition to the matters previously discussed, the following actions also materially affected the Company's financial position:

- Decreases in accounts receivables, inventory and prepaid expense for the nine months ended September 30, 2008, of $5,681,389 were a source of cash, offset by funds used to decrease accounts payable and accrued expenses by $3,983,520; and

- The carrying value of redeemable preferred stock was increased and interest expense recorded in the amount of $5,350 in 2008, reflecting cumulative unpaid dividends on redeemable preferred stock.

In December 1988, as part of an overall effort to contain costs and conserve working capital, Igene suspended payment of the quarterly dividend on its preferred stock. Resumption of the dividend will require significant improvements in cash flow. Unpaid dividends accumulate for future payment or addition to the liquidation preference or redemption value of the preferred stock. As of September 30, 2008, total dividends in arrears on Igene's preferred stock total $142,515 ($12.80 per share) and are included in the carrying value of the redeemable preferred stock.

Liquidity and Capital Resources

Historically, Igene has been funded primarily by equity contributions and loans from stockholders. As of September 30, 2008, Igene had working capital of $2,961,917, and cash and cash equivalents of $1,151,096.

Cash provided by operating activities during the nine-month period ended September 30, 2008, equaled $345,606 as compared to cash used by operating activities of $104,180 for the nine-month period ended September 30, 2007.

Cash used by investing activities during the nine-month period ended September 30, 2008, equaled $250,976 resulting from the purchase of equipment, as compared to cash provided by investing activities of $181,224, which was a recoupment of payment to the Joint Venture for the nine-month period ended September 30, 2007.

No cash was used or provided by financing activities during the first nine months of 2008. Cash provided by financing activities was $57,000 during the nine-months ended September 30, 2007, and was used in connection with the settlement of the convertible debentures and payment of interest on those notes.

Over the next twelve months, Igene believes it will need additional working capital. Part of this funding is expected to be received from sales of AstaXin®, resulting in increased cash through the fourth quarter of 2008. Thereafter sales are expected to decline to zero and remain negligible until a source of production is identified and production begins. There will be additional delay between the commencement of production and the receipt of proceeds from any sale of such product. There can be no assurance that projected cash from sales, or additional funding, will be sufficient for Igene to fund its continued operations.

The Company does not believe that inflation had a significant impact on its operations during the nine-month periods ended September 30, 2008 and 2007.

Off-Balance Sheet Arrangements

There have been no material changes in the risks related to off-balance sheet arrangements since the Company's disclosure in its Annual Report on Form 10-KSB for the year ended December 31, 2007.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and is not required to provide the information required under this item.

Item 4. Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act (defined below)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

(b) Changes in internal control – There were no changes in our internal control over financial reporting during our most recent fiscal quarter that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

IGENE Biotechnology, Inc. and Subsidiary
PART II
OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending legal proceedings to which Igene is a party or to which any of Igene's properties are subject; nor are there pending material bankruptcy, receivership or similar proceedings with respect to Igene; nor are there material proceedings pending or known to be contemplated by any governmental authority; nor are there material proceedings known to Igene, pending or contemplated, in which any of Igene's directors, officers, affiliates or any principal security holders, or any associate of any of the foregoing, is a party or has an interest adverse to us.

Item 1A. Risk Factors

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

In December 1988, as part of an overall effort to contain costs and conserve working capital, the Company suspended payment of the quarterly dividend on its preferred stock. Resumption of the dividend will require significant improvements in cash flow. Unpaid dividends cumulate for future payment or addition to the liquidation preference or redemption value of the preferred stock. As of October 21, 2008, total dividends in arrears on the Company's Series A Convertible Preferred Stock total $142,515 ($12.80 per share) and are included in the carrying value of the redeemable preferred stock.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

EXHIBIT NO.	DESCRIPTION
3.1	Articles of Incorporation of the Registrant, as amended as of November 17, 1997, constituting Exhibit 3.1 to the Registration Statement No. 333-41581 on Form SB-2 filed with the SEC on December 5, 1997, are hereby incorporated by reference.
3.2	Articles of Amendment to Articles of Incorporation of the Registrant, constituting Exhibit 3.1(b) to the Registration Statement No. 333-76616 on Form S-8 filed with the SEC on January 11, 2002, are hereby incorporated by reference.
3.3	By-Laws of the Registrant, constituting Exhibit 3.2 to the Registration Statement No. 33-5441 on Form S-1 filed with the SEC on May 6, 1986, are hereby incorporated by reference.
31.1	Rule 13a-14(a) or 15d-14(a) Certification of the Registrant's principal executive officer.*
31.2	Rule 13a-14(a) or 15d-14(a) Certification of the Registrant's principal financial officer.*
32.1	Rule 13a-14(b) or 15d-14(b) Certification of the Registrant's principal executive officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Rule 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Rule 13a-14(b) or 15d-14(b) Certification of the Registrant's principal financial officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Rule 906 of the Sarbanes-Oxley Act of 2002.*

*Filed herewith.

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.

IGENE BIOTECHNOLOGY, INC.
(Registrant)

Date November 3, 2008 By /S/ STEPHEN F. HIU
STEPHEN F. HIU
President
(principal executive officer)

Date November 3, 2008 By /S/ EDWARD J. WEISBERGER
EDWARD J. WEISBERGER
Chief Financial Officer
(principal financial officer)

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
3.1	Articles of Incorporation of the Registrant, as amended as of November 17, 1997, constituting Exhibit 3.1 to the Registration Statement No. 333-41581 on Form SB-2 filed with the SEC on December 5, 1997, are hereby incorporated by reference.
3.2	Articles of Amendment to Articles of Incorporation of the Registrant, constituting Exhibit 3.1(b) to the Registration Statement No. 333-76616 on Form S-8 filed with the SEC on January 11, 2002, are hereby incorporated by reference.
3.3	By-Laws of the Registrant, constituting Exhibit 3.2 to the Registration Statement No. 33-5441 on Form S-1 filed with the SEC on May 6, 1986, are hereby incorporated by reference.
31.1	Rule 13a-14(a) or 15d-14(a) Certification of the Registrant's principal executive officer.*
31.2	Rule 13a-14(a) or 15d-14(a) Certification of the Registrant's principal financial officer.*
32.1	Rule 13a-14(b) or 15d-14(b) Certification of the Registrant's principal executive officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Rule 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Rule 13a-14(b) or 15d-14(b) Certification of the Registrant's principal financial officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Rule 906 of the Sarbanes-Oxley Act of 2002.*

*Filed herewith.

Exhibit 31.1

CERTIFICATIONS

I, Stephen F. Hiu, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IGENE Biotechnology, Inc.;

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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2008

/S/ STEPHEN F. HIU

_____

STEPHEN F. HIU
President

Exhibit 31.2

CERTIFICATIONS

I, Edward J. Weisberger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IGENE Biotechnology, Inc.;

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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2008

/S/ EDWARD J. WEISBERGER

_____

EDWARD J. WEISBERGER
Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the IGENE Biotechnology, Inc. (the "Company") Quarterly Report on Form 10-Q for the period ended September 30, 2008, as filed with the Securities and Exchange Commission (the "Report"), I, Stephen F. Hiu, President of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1). The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2). The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2008

By: /S/ STEPHEN F. HIU
STEPHEN F. HIU
President

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the IGENE Biotechnology, Inc. (the "Company") Quarterly Report on Form 10-Q for the period ended September 30, 2008 as filed with the Securities and Exchange Commission (the "Report"), I, Edward J. Weisberger, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1). The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2). The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2008

By: /S/ EDWARD J. WEISBERGER
EDWARD J. WEISBERGER
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.