

Via Facsimile and U.S. Mail
Mail Stop 4720

March 4, 2010

Mark W. Reynolds
Chief Financial Officer
GeoVax Labs, Inc.
1900 Lake Park Drive, Suite 380
Smyrna, Georgia 30080

**Re: GeoVax Labs, Inc.
Preliminary Proxy Statement
Filed February 26, 2010
File No. 000-52091**

Dear Mr. Reynolds:

We have limited our review of your filing to the issues we have addressed in our comments below. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comments are inapplicable or revision is unnecessary. Please be as detailed as necessary in your explanations.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Preliminary Proxy Statement filed February, 26, 2010

Shares Reserved for Issuance

1. Please revise your disclosure to clearly indicate the number of shares currently reserved for issuance by the company.

Authorized Shares

2. Please revise your disclosure to describe any plans, arrangements or understandings relating to the issuance of any of the newly authorized shares that would be available as a result of the proposed reverse stock split and the proposed increase in authorized shares, including the terms of any current financing plans.

If you have no such plans, arrangements or understandings, please revise your disclosure to so state.

Exchange Act Rule 13e-3

3. Please disclose the extent to which you have considered the implications of the reverse stock split to the company in terms of Rule 13e-3 of the Securities Exchange Act of 1934. Please tell us how many shareholders will remain if the Board decides to enact a 1 for 50 reverse stock split. To the extent that a reverse stock split results in less than 300 remaining shareholders, you are required to file a Schedule 13e-3.

* * * *

As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your response to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and response to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

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In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

Please contact Laura Crotty at (202) 551-3563 or Suzanne Hayes, Legal Branch Chief, at (202) 551-3675 with any questions.

Sincerely,

Jeffrey P. Riedler
Assistant Director