FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHA	ANGES IN	BENEFICIAL	OWNERSHIP

	OMB APPRO	VAL
	OMB Number:	3235-0287
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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* PACE GARY W					2. Issuer Name and Ticker or Trading Symbol CELSION CORP [CLN]								Relationship neck all app X Direc	,) Pers	on(s) to Iss		
(Last) (First) (Middle) C/O CELSION CORPORATION					3. Date of Earliest Transaction (Month/Day/Year) 03/22/2007								Office below	er (give title /)		Other (s below)	pecify	
10220-L OLD COLUMBIA RAOD				4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)	BIA M	D	21046											X Form	filed by One filed by More		•	
(City)	(S	tate)	(Zip)															
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					Execution Date,		3. Transaction Code (Instr. 8) 3. Experiment 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)			ed (A) or etr. 3, 4 and	Benefic Owned	es Formally (D) (Sollowing (I) (I	Form (D) or	m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	,	Amount	(A) oi (D)	Price		ansaction(s) nstr. 3 and 4)			(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 Da if any (Month/Day/Y	ate, Transaction					6. Date Exercisable ar Expiration Date (Month/Day/Year)			7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price o Derivative Security (Instr. 5)		e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable		piration te	Title	Amount or Number of Shares					
Stock Option	\$4.16	03/22/2007			A		25,000		(1)	03/	/22/2017	Common Stock	25,000	\$0	35,676		D	

Explanation of Responses:

1. These options vest in twelve equal installments monthly on 22nd of each month from April 22, 2007 through March 22, 2008

/s/ Anthony Deasey by power 03/25/2007 of atty

** 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.