

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-06-10** | Period of Report: **2013-06-06**
SEC Accession No. [0001363585-13-000010](#)

([HTML Version](#) on [secdatabase.com](#))

ISSUER

GENEREX BIOTECHNOLOGY CORP

CIK: **1059784** | IRS No.: **820490211** | State of Incorporation: **DE** | Fiscal Year End: **0731**
SIC: **2834** Pharmaceutical preparations

Mailing Address

*33 HARBOUR SQ
STE 202
TORONTO ONTARIO CA A1
M5J 2G2*

Business Address

*33 HARBOUR SQ
STE 202
TORONTO ONTARIO
CANADA A1 M5J 2G2
4163642551*

REPORTING OWNER

Anderson James H Jr.

CIK: **1533547**
Type: **4** | Act: **34** | File No.: **000-25169** | Film No.: **13903622**

Mailing Address

*33 HARBOUR SQUARE
TORONTO A6 M5J2G2*

FORM 4

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 APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Anderson James H Jr.			2. Issuer Name and Ticker or Trading Symbol GENEREX BIOTECHNOLOGY CORP [GNBT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
555 RICHMOND STREET WEST, PO BOX 200			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) TORONTO, A6 M5V 3B1								
(City)	(State)	(Zip)						

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 of Derivative Security: 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				
Common Stock Purchase Option (Right to Buy)	\$0.001	06/06/2013		A	(I)	1,296,296		06/06/2013	06/06/2018	Common Stock	1,296,296	\$ 0	1,296,296	D	

Explanation of Responses:

1. On June 4, 2013, the Board of Directors of the issuer granted the reporting person options to purchase 1,296,296 shares of the issuer's common stock in lieu of cash payment of deferred compensation, which grant was effective upon the reporting person's execution of a Settlement and Release Agreement with the issuer effective June 6, 2013. The grant was made pursuant to the terms of the issuer's 2006 stock plan.

Signatures

James H. Anderson
** Signature of Reporting Person

06/10/2013
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.