

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2013-01-09**
SEC Accession No. [0001085146-13-000038](#)

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

SUBJECT COMPANY

GeoVax Labs, Inc.

CIK:[832489](#) | IRS No.: **870455038** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: [005-56365](#) | Film No.: **13520518**
SIC: **8731** Commercial physical & biological research

Mailing Address
*1900 LAKE PARK DRIVE
SUITE 380
SMYRNA 2Q 30080*

Business Address
*1900 LAKE PARK DRIVE
SUITE 380
SMYRNA 2Q 30080
678-384-7220*

FILED BY

WELCH & FORBES LLC

CIK:[105495](#) | IRS No.: **043573806** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
*45 SCHOOL STREET
BOSTON MA 02108*

Business Address
*45 SCHOOL STREET
BOSTON MA 02108
617-523-1635*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)*
Geovax Labs Inc.**

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

373678200

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 373678200

1		NAME OF REPORTING PERSON WELCH & FORBES LLC I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 04-3573806
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3		SEC USE ONLY
4		CITIZENSHIP OR PLACE OF ORGANIZATION Organized under the laws of Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,030,839
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 2,046,199
	8	SHARED DISPOSITIVE POWER
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,046,199

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.922965%
12	TYPE OF REPORTING PERSON IA

CUSIP No.: 373678200

ITEM 1(a). NAME OF ISSUER:

Geovax Labs Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1256 Briarcliff Road N.E., Emtech Bio Suite 500, Atlanta, GA 30306

ITEM 2(a). NAME OF PERSON FILING:

WELCH & FORBES LLC

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

45 School St., Boston, MA 02108

ITEM 2(c). CITIZENSHIP:

Organized under the laws of Delaware

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value

ITEM 2(e). CUSIP NUMBER:

373678200

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

2,046,199

(b) Percent of class:

