Marshall Dennis E Form 4 May 01, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Marshall Dennis E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BIOLARGO, INC. [BLGO]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director

2603 MAIN STREET SUITE 1155

04/27/2009

10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

> Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

IRVINE, CA 92614

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of

2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if **TransactionDerivative Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

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Derivative Disposed of (D)
Security (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount
Exercisable Date Number
Shares

Option to

Purchase Common \$ 0.5 04/27/2009 A 150,000 04/27/2009 04/27/2012 Common Stock 150,000

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marshall Dennis E 2603 MAIN STREET SUITE 1155 X IRVINE, CA 92614

Signatures

Dennis E. 05/01/2009 Marshall

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) In exchange for the option to purchase common stock reported herein, the Reporting Person reduced the amounts owed to the Reporting Person by the Issuer for director fees by \$50,000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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