

ARMSTRONG ERNEST
Form 4
November 02, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARMSTRONG ERNEST

2. Issuer Name and Ticker or Trading Symbol
Cobalis Corp [CLSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2445 MCCABE WAY, SUITE 150

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2006

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

Chief Scientific Officer

(Street)
IRVINE, CA 92614

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/01/2006		J ⁽¹⁾	95,563 A \$ 0.95	243,563 ⁽²⁾	D	
Common Stock					4,854 ⁽²⁾	D ⁽³⁾	
Common Stock					550 ⁽²⁾ ⁽⁴⁾	D ⁽⁴⁾	
Common Stock					3,000 ⁽²⁾	I	Owned jointly by spouse and parent,

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMSTRONG ERNEST 2445 MCCABE WAY, SUITE 150 IRVINE, CA 92614	X		Chief Scientific Officer	

Signatures

/s/ Ernest
Armstrong 11/02/2006
 **Signature of Reporting Person Date

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) Shares issued pursuant to S-8 registration statement filed on October 31, 2006, in lieu of employee wages and bonus at the rate of \$0.95 per share, the market price on the date of the issuing resolution.
 - (2) Mr. Armstrong last reported owning 181,955 shares individually and 3,354 shares jointly with his spouse. The 181,955 figure erroneously included the following: (a) 12,056 shares that were to have been transferred from Gene Pharmaceuticals to Mr. Armstrong in 2005 but that remain registered to the name of Gene Pharmaceuticals; (b) 9,200 shares purchased by a joint account Mr. Armstrong held with his parent (that account was subsequently transferred solely to that parent's name and control); (c) 1,500 shares owned in street name with spouse and now reported as such; (d) 3,000 shares owned jointly by Mr. Armstrong's spouse and Mr. Armstrong's parent; (e) a mathematical error of 1,649; and (f) 6,000 shares held by Mr. Armstrong's sibling and Mr. Armstrong's parent and erroneously attributed to Mr. Armstrong's personal ownership. As of the date of this report, Mr. Armstrong individually and directly owns a total of 243,563

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shares.

- (3) Owned jointly with spouse.
- (4) Owned jointly with parent.

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