

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

FORM 10-K/A

ANNUAL REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2000

TRANSITION REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NO. 0-26078

CYTOCLONAL PHARMACEUTICS INC.
(Name of small business issuer in its charter)

<TABLE>

<S>	<C>
DELAWARE	75-2402409
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)
9000 HARRY HINES BOULEVARD, SUITE 621, DALLAS, TEXAS	75235
(Address of principal executive offices)	(Zip Code)

</TABLE>

Issuer's Telephone Number, including Area Code (214) 353-2922

Securities registered under Section 12(b) of the Act:

<TABLE>

<CAPTION>	TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
	-----	-----
<S>	<C>	
N/A	N/A	

</TABLE>

Securities registered under Section 12(g) of the Act:

COMMON STOCK \$.01 PAR VALUE
(TITLE OF CLASS)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

State the aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and asked price of such stock, as of March 27, 2001: \$58,935,452.

State the number of shares outstanding of each of the issuer's classes of common stock, as of March 27, 2001: 16,150,773 shares of Common Stock, \$.01 par value.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant hereby amends Items 10, 11, 12 and 13 of its Annual Report on Form 10-K filed on April 2, 2001 as follows:

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

The executive officers and directors of the Company are as follows:

<TABLE>

<CAPTION>

NAME	AGE	POSITION
Ronald Lane Goode, Ph.D.....	57	President, Chief Executive Officer and Director
Gary E. Frashier(2).....	64	Non-Executive Chairman of the Board
Arthur P. Bollon, Ph.D.....	58	Founder and Vice Chairman of the Board
Robert J. Easton(2).....	57	Director
Ira J. Gelb, M.D. (1),(2).....	73	Director
Irwin C. Gerson (1),(2).....	71	Director
Walter M. Lovenberg, Ph.D.(1)...	66	Director
Dorit Arad, Ph.D.....	48	Executive Vice President of Drug Design
Joan H. Gillett, CPA.....	51	Vice President and Controller
Robert J. Rousseau, Ph.D.....	61	Vice President of Business Development and Licensing
Daniel M. Shusterman, J.D.....	37	Vice President of Administration, General Counsel and Secretary

</TABLE>

(1) Members of Audit Committee

(2) Members of Compensation Committee

Ronald Lane Goode, Ph.D. was named President, Chief Executive Officer and Director on March 21, 2001. Dr. Goode is an accomplished pharmaceutical executive who has held key management positions at G. D. Searle & Co. (President of Searle International, Corporate Senior Vice President and President of Asia/Pacific World Area, and Senior Vice President of Commercial Development) and before that at Pfizer Pharmaceuticals (Director of Marketing Research and Vice President of Clinical Research and Scientific Affairs). He has an extensive record of success in business development, having been responsible for many of Searle's acquisitions, including DayPro(C), which became Searle's largest selling drug. Dr. Goode has supervised clinical development programs that led to the filing of over a dozen New Drug Approval applications, including Procardia XL(C) (which became Pfizer's leading product) and Ambien(C), which now dominates the sleep aid market for Searle. After his tenure at Searle, Dr. Goode was President and CEO of Unimed Pharmaceuticals, Inc. where he launched that company's first product. He positioned the company for sale to Solvay, the Belgium-based conglomerate, at a considerable gain to shareholders. Most recently he formed the consulting company Pharma-Links with the mission of being the "link" between pharmaceutical companies to help them create alliances, form joint ventures and effect various transactions. Dr. Goode received his Ph.D. in Microbiology from the University of Georgia.

Gary E. Frashier commenced serving as a director of the Company on June 28, 1999 and was elected to Chairman in a non-executive capacity in December 2000. Mr. Frashier serves as President and Principal of Management Associates, which provides strategic consulting services to entrepreneurial companies in the life sciences field. Mr. Frashier previously served as Chairman of the Board and

Chief Executive Officer of OSI Pharmaceuticals, Inc ("OSIP"), a Nasdaq listed company from January 1997 through September 1998, and as Chairman of the Board through September 2000. He previously served as CEO and Vice-Chairman of OSIP during 1996, and as President and CEO of OSIP from March 1990 through December 1995. From March 1987 through February 1990, Mr. Frashier served as President and CEO of Genex Corporation, which specialized in protein engineering. Previously, Mr. Frashier served as Executive Vice President of Millipore Corporation, where he was also President of Waters Associates, Inc, a leader in liquid chromatography. At

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Millipore, Mr. Frashier also served as President, International Operations. In 1984, Mr. Frashier organized a management buy-out of Millipore's ultra high-purity and laboratory water systems business, Continental Water Systems, Inc., which was later sold to Olin Corporation. Mr. Frashier has a B.S. in chemical engineering from Texas Technological University, where he was honored in 1985 as a Distinguished Engineer of the University. In 1970, he received his M.S. degree in Management from the Massachusetts Institute of Technology, where he was selected as a Sloan Fellow in Management. He was also selected as the "Long Island Businessman of the Year" in 1993 by the Wharton Club. He is a registered Professional Engineer in chemical engineering, a member of the society of Sloan Fellows (MIT) and a former member of the Young President's Organization. Mr. Frashier serves on the Boards of several private and public biopharmaceutical firms, including Maxim Pharmaceuticals, Inc., which is a Nasdaq-listed public company.

Arthur P. Bollon, Ph.D. Founder of the Company, currently serves as Vice Chairman in a non-executive capacity. Prior thereto he had served as Chairman of the Board of Directors, President and Chief Executive Officer from the Company's inception in 1991 and until March 1995, as Treasurer. Dr. Bollon received his Ph.D. from the Institute of Microbiology at Rutgers University and was a Post Doctoral Fellow at Yale University. Dr. Bollon has served as a consultant to a number of major companies, including Merck, Sharp & Dohme and Diamond, Shamrock, and has served on the Board of Directors and Advisory Boards of several biotechnology companies, including Viragen, Inc., Wadley Biosciences Corp. and American Bio-netics, Inc. From 1987 to 1991, Dr. Bollon served as President and Chief Executive Officer of the Wadley/Phillips Petroleum Partnership. Prior to that time, he was Director of Genetic Engineering and Chairman of the Department of Molecular Genetics at the Wadley Institutes of Molecular Medicine. In his capacities at the Wadley/Phillips Partnership and Wadley Institutes, Dr. Bollon played a leading role in bringing the technology that forms the basis of the Company from conception to reality.

Robert J. Easton, was elected to the Board of Directors in December 2000. Mr. Easton recently founded a health care consulting practice named Easton Associates LLC. Prior to this latest venture, he spent 18 years as a management consultant, most recently as Managing Director with IBM Healthcare Consulting ("IBM"). Prior to IBM, Mr. Easton served as President of the Wilkerson Group, also a health care consulting concern. Mr. Easton has executed proprietary studies in a wide variety of medical products and service fields. His areas of expertise include pharmaceuticals, biotechnology and in vitro diagnostics. Mr. Easton is a frequent speaker for medical industry and investment groups in the U.S. and Europe. He is a Director of CollaGenex Pharmaceuticals a Nasdaq listed company and two private companies, the former President of the Biomedical Marketing Association, and Special Limited Partner of Advanced Technology Ventures. Mr. Easton received an M.B.A. from Harvard Graduate School of Business Administration and undergraduate degrees in Chemical Engineering from Rice University.

Ira J. Gelb, M.D. has been a director of the Company since April 1994. Dr. Gelb received his M.D. from New York University School of Medicine in 1951. After finishing his training in cardiology at the Mount Sinai Hospital in New York City in 1957, Dr. Gelb continued his association with that institution until his retirement in 1992. During this period, he was appointed Attending Cardiologist and Associate Clinical Professor at the Mount Sinai School of Medicine. Other appointments included Adjunct Associate Clinical Professor of Cardiology at Cornell Medical School, Adjunct Clinical Professor of Cardiology at New York Medical College, Cardiology Consultant at Lawrence Hospital, Bronxville, N.Y. and United Hospital, Portchester, N.Y. Dr. Gelb is a former President of the American Heart Association, Westchester-Putnam Chapter, and was a Senior Assistant Editor with the American Journal of Cardiology from 1968 to 1983, when he became a founding editor of the Journal of the American College of

Cardiology ("JACC"). Dr. Gelb continued as a Senior Assistant Editor of JACC until his retirement in 1992. Since that time, he has served on the boards of various pharmaceutical companies. Since 1992, Dr. Gelb has been an Honorary Lecturer at The Mount Sinai School of Medicine. Dr. Gelb has also served as the Clinical Coordinator of Biomedical Programs and Professor of Chemistry & Biochemistry at Florida Atlantic University ("FAU") since 1998, an Adjunct Professor and a member of FAU's Foundation Board since October 1996 and FAU's Steering Committee since 1997. Dr. Gelb has served as a member of the Board of Directors of the American Heart Association, Boca Raton Division, since December 1996 and was appointed President in June 1999. In 1998, Boca Raton Community Hospital added Dr. Gelb as a member to its Foundation Board. In November 1998,

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Dr. Gelb was appointed Voluntary Professor of Medicine at the University of Miami School of Medicine. At present he is Director of Clinical Programs and Clinical Professor, Biomedical Science, Charles E. Schmidt College of Science, Florida Atlantic University and in 1999 was appointed to the advisory board of Cleveland Clinic, Florida.

Irwin C. Gerson has been a director of the Company since March 1995. From 1995 until December 1998, Mr. Gerson served as Chairman of Lowe McAdams Healthcare and prior thereto had been, since 1986, Chairman and Chief Executive Officer of William Douglas McAdams, Inc., one of the largest advertising agencies in the U.S. specializing in pharmaceutical marketing and communications to healthcare professionals. In February 2000, he was inducted into the Medical Advertising Hall of Fame. Mr. Gerson has a B.S. in Pharmacy from Fordham University and an MBA from the NYU Graduate School of Business Administration. He is a director of Andrx Corporation, a Nasdaq-listed public company and Bio Sample Inc., a privately held corporation. In 1992, Mr. Gerson received an honorary Doctor of Humane Letters from the Albany College of Pharmacy. Mr. Gerson served as a Trustee of Long Island University, Chairman of The Council of Overseers -- Arnold and Marie Schwartz College of Pharmacy, member of the Board of Trustees of the Albany College of Pharmacy and, from 1967 through 1974, was a lecturer on sales management and pharmaceutical marketing at the Columbia College of Pharmacy. He is currently a director of the Lifetime Learning Society of Florida Atlantic University. Mr. Gerson also has served as a Member of the Board of Governors, American Association of Advertising Agencies, a Director and Chairman of Business Publications Audit, a Director of the Connecticut Grand Opera, and a Director of the Stamford Chamber Orchestra. Mr. Gerson previously served as a director of the foundation of Pharmacists and Corporate Americans for AIDS Education, the Pharmaceutical Advertising Council, the Nutrition Research Foundation and as a Trustee of the Chemotherapy Foundation. He was also on the boards of Penn Dixie Industries and Continental Steel Corporation.

Walter M. Lovenberg, Ph.D. has been a director of the Company since August 1995. From 1989 to 1993, Dr. Lovenberg served as Executive Vice President and member of the Board of Directors of Marion Merrell Dow Inc. Dr. Lovenberg also served as the President of the Marion Merrell Dow Research Institute from 1989 to 1993 and Vice President from 1986 through 1989. Prior to joining Marion Merrell Dow in 1958, Dr. Lovenberg was a Senior Scientist and Chief of Biochemical Pharmacology at the National Institutes of Health. Dr. Lovenberg has served as President of Lovenberg Associates, Inc. since 1993. From 1997 to 2000, Dr. Lovenberg served as Chief Executive Officer of Helicon Therapeutics Inc., a private company, and since 1992 and 1995, Dr. Lovenberg has served as a director of Xenometrix, Inc. and Chairman of the Board of Inflazyme Pharmaceuticals, Ltd. (which is traded on the Toronto Exchange), respectively. Also, since 1994, Dr. Lovenberg has served as director of OSI Pharmaceuticals, Inc., a Nasdaq-listed public company. Dr. Lovenberg serves on the Scientific Advisory Board of Guilford Pharmaceuticals, Inc. a Nasdaq-listed company. Dr. Lovenberg is also a director of several private biotechnology companies. Dr. Lovenberg received a Ph.D. in Biochemistry from George Washington University in 1962 and a B.S. in Biochemistry and an M.S. in Agriculture from Rutgers University in 1958 and 1956, respectively. Dr. Lovenberg, who serves as Executive Editor of Analytical Biochemistry and Editor (USA) of Neurochemistry International, is a consulting editor to several other scientific journals. Dr. Lovenberg has been the recipient of many awards, including a Fulbright-Hays Senior Scholar Award and a Public Health Service Superior Service Award. Dr. Lovenberg is a member of the American College of Neuropsychopharmacology, the American Society of Neurochemistry and the American Society of Biochemistry and Molecular Biology.

Dorit Arad, Ph.D. joined us as Vice President of Drug Design in January 1999 and was named Executive Vice President of Drug Design in September 1999.

From 1996 until 1998, Dr. Arad served as Scientific Director at Saturi Medical Research LTD. From 1991 until 1993, Dr. Arad served as a consultant to Teva-Israel Pharmaceutical Industries. In addition, Dr. Arad has served as an instructor and lecturer at Technion in Haifa, Israel and as a lecturer at the Tel-Aviv University. Dr. Arad is the co-author of a number of scientific articles and papers. Dr. Arad received her B.Sc., M.Sc. and D.Sc. Degrees in Chemistry from Technion, Haifa, Israel.

Joan H. Gillett, CPA, joined us in October 2000 as Vice President, Controller and Principal Accounting Officer. From 1997 to August 2000, Ms. Gillett served as the Chief Financial Officer for International Isotopes

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Inc, a publicly held radiopharmaceutical development and manufacturing company, where she was responsible for all accounting, financial reporting, and investment activities. From 1986 to 1996, she held various positions for Life Savings Bank in Austin, Texas. Those positions included Director, Chief Financial Officer and President.

Robert J. Rousseau, Ph.D., joined the Company in March 2001 as Vice President of Business Development and Licensing. Dr. Rousseau served as Director of New Technologies Licensing at Hoechst Marion Roussel, Inc. and has an MBA from Rockhurst University and a Ph.D. in Chemistry from the University of Utah. He founded Rondeau Medical Associates Inc., a consulting company involved in new technology identification, development of an extensive contact network and establishment of licensing agreements for numerous biotechnology and pharmaceutical companies. Prior to Rondeau, he managed the gene transcription modulator-out licensing program for OSI Pharmaceuticals, Inc., resulting in licensing agreements with Merck, Sharp & Dohme, Pharmacia and Upjohn, Johnson & Johnson, American Home Products and Aurora Biosciences. Prior to OSI, he spent 12 years as Director of New Technologies Licensing at Hoechst Marion Roussel, Inc. where he was responsible for closing agreements with Immulogic, TransKaryotic Technologies (TKT), Albany Molecular Research and Development, Scios Nova, Gensia, Affymax, Oncogene Sciences and Alliance Pharmaceuticals. Dr. Rousseau's previous positions included both Director of Operations and Director of Marketing at Analytical Systems, Division of Marion Laboratories; Director of Clinical Chemistry Research/Director of West Coast Operations, Hyland Division of Baxter Travenol; Technical Liaison Officer, Curtis Nuclear Corporation; and Head of BioOrganic Chemistry, ICN Nucleic Acid Research Institute. Dr. Rousseau is the holder of seven patents, the author of more than 33 scientific publications and the recipient of two Presidential Awards and three Special Achievements Awards from Marion Laboratories.

Daniel M. Shusterman, J.D., M.S. was named our Vice President, Administration and General Counsel in October 2000. Prior to that he was named Vice President of Operations in 1994 and Treasurer and Chief Financial Officer in March 1995, after having served as our Director of Operations since he joined us in 1991. Mr. Shusterman received his M.S. degree with an emphasis on biotechnology from the University of Texas in 1988. He was Director of Operations at Wadley/Phillips Partnership for three years prior to joining us. Mr. Shusterman is a registered Patent Agent and received his J.D. from Texas Wesleyan University School of Law in 1993 and has been a member of the Texas bar since 1994.

Our Board of Directors currently consists of six members. All directors hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified. Officers are elected to serve, subject to the discretion of the Board of Directors, until their successors are appointed.

As of January 5, 2001, Directors receive fees of \$1,500 per month and \$1,500 per day per board meeting, \$750 per committee meeting attended, \$1,000 per board meeting conference call attended and \$500 per committee meeting conference call attended. Directors are also reimbursed for expenses actually incurred in connection with their attendance at meetings of the Board of Directors. See "Security Ownership of Certain Beneficial Owners and Management" and "Executive Compensation" for information regarding stock option grants.

Our Certificate of Incorporation includes certain provisions permitted pursuant to Delaware law whereby our officers and directors are to be indemnified against certain liabilities. Our Certificate of Incorporation also limits, to the fullest extent permitted by Delaware law, a director's liability for monetary damages for breach of fiduciary duty, including gross negligence,

except liability for (i) breach of the director's duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) the unlawful payment of a dividend or unlawful stock purchase or redemption and (iv) any transaction from which the director derives an improper personal benefit. Delaware law does not eliminate a director's duty of care and this provision has no effect on the availability of equitable remedies such as injunction or rescission based upon a director's breach of the duty of care. In addition, we have obtained an insurance policy providing coverage for certain liabilities of our officers and directors.

We have been advised that it is the position of the SEC that insofar as the foregoing provision may be invoked to disclaim liability for damages arising under the Securities Act, such provision is against public policy as expressed in the Securities Act and is therefore unenforceable.

BOARD COMMITTEES

We have standing Audit and Compensation Committees. The Audit Committee reviews the work and reports of the Company's independent accountants. The Audit Committee is comprised of Ira J. Gelb, M.D., Irwin C. Gerson and Walter M. Lovenberg, Ph.D. The Compensation Committee makes recommendations to the Board of Directors concerning compensation arrangements for directors, executive officers, and senior management of the Company. The Compensation Committee is comprised of Gary E. Frashier, Robert J. Easton, Dr. Gelb and Mr. Gerson. The entire Board of Directors administers our stock option plans.

SCIENTIFIC ADVISORS/CONSULTANTS

The Company's Scientific Advisors have extensive experience in the fields of molecular genetics, chemistry, oncology and microbiology. At our request, the Scientific Advisors review and evaluate our research programs and advise us with respect to technical matters in fields in which we are involved.

The following table sets forth the name and current position of each scientific advisor.

<TABLE>
<CAPTION>

NAME	POSITION
-----	-----
<S> Yitzhak Apeloig, Ph.D.....	<C> Professor, Department of Chemistry at the Technion-Israel Institute of Technology
Yossef Av-Gay, Ph.D.....	Professor, Department of Medicine, Division of Infectious Diseases, University of British Columbia
Rodney Croteau, Ph.D.....	Professor, Washington State University
Hugo David, M.D., Ph.D.....	Consultant, New University of Lisbon, Institute of Hygiene and Topical Medicine
Robert C. Fahey, Ph.D.....	Research Professor of Chemistry and Biochemistry, University of California, San Diego
Donald M. Gray, Ph.D.....	Professor, Department of Molecular and Cell Biology, University of Texas at Dallas
Kendall N. Houk, Ph.D.....	Professor, Department of Chemistry and Biochemistry, University of California, Los Angeles
Michael N. G. James, Ph.D.....	Professor of Biochemistry, University of Alberta
Andrew S. Kende, Ph.D.....	C.F. Houghton Professor of Chemistry at the University of Rochester
Sidney Pestka, M.D.....	Chairman & Professor, Department of Molecular Genetics and Microbiology and Professor of Medicine, University of Medicine and Dentistry of New Jersey, Robert Wood Johnson Medical School

Drug Design	1998	--	--	--	--
Daniel M. Shusterman, J.D.....	2000	\$110,038	--	\$6,000	10,000
Vice President, Administration and	1999	\$ 90,865	--	\$6,000	15,000
General Counsel	1998	\$ 87,533	--	\$1,615	25,000

(1) Consisting of car allowances.

EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT AND CHANGE-IN-CONTROL ARRANGEMENTS

Ronald Lane Goode, Ph.D. entered into an employment agreement with the Company on March 21, 2001, whereby Dr. Goode agreed to serve as the Company's President and Chief Executive Officer and as a Director until March 20, 2004. The employment agreement provides for the payment to Dr. Goode of a base salary of \$350,000 per year with an annual bonus payment of up to 60% of Dr. Goode's base salary, as determined by the Board's discretion. The employment agreement provides that in the event Dr. Goode's employment is terminated by the Company, without cause (as such term is defined in the employment agreement), then Dr. Goode shall receive severance payments of equal monthly installments at the base rate for a period of (i) 24 months following the termination date if such date is prior to March 21, 2003 or (ii) 18 months following the termination date if such date is after March 20, 2003. In addition, the Company granted to Dr. Goode an option to purchase up to 400,000 shares of the Company's common stock at an exercise price of \$3.25 per share. Under the employment agreement, Dr. Goode will also receive a car expense allowance at a rate to be determined.

Arthur P. Bollon, Ph.D. is employed by us under an employment agreement extended through November 6, 2003. The employment agreement provides for the payment to Dr. Bollon of a base salary of \$250,000 per year. In addition, in the event Dr. Bollon is terminated without just cause or due to a disability, the employment agreement provides that Dr. Bollon shall receive severance payments of equal monthly installments at the base rate until expiration of the term.

Since 1999, Dr. Dorit Arad has been employed by the Company as Vice President for Drug Design pursuant to an employment agreement dated December 31, 1998, for an initial term of three years. Pursuant to the agreement, Dr. Arad received a grant of options to purchase 75,000 shares of Common Stock. The agreement also provides that Dr. Arad receives up to \$5,000 per month for computer laboratory, office and personal expenses incurred on the Company's behalf in Israel. In December 1999, Dr. Arad was promoted to Executive Vice President of Drug Design. Pursuant to such promotion, Dr. Arad received a salary increase to \$125,000 per year and a grant of options to purchase 50,000 shares of Common Stock. In September 2000, Dr. Arad's compensation was increased to \$145,000 per year and she received a \$500 per month car expense allowance.

Mr. Shusterman has been employed by the Company since 1991. Pursuant to an employment agreement, Mr. Shusterman was named Vice President of Operations and Chief Financial Officer effective November 1995, for an initial term of three years at a yearly salary of \$75,000. In September 1998, the employment agreement was extended for an additional three years and he received a salary increase to \$90,000 per year and a \$500 per month car expense allowance. In September 2000, his compensation was increased to \$145,000 per year. In October 2000 Mr. Shusterman was named Vice President, Administration and General Counsel.

Each of our executive officers and principal scientists has entered into confidentiality and patent assignment agreements with Cytoclonal Pharmaceuticals Inc.

STOCK OPTIONS

1992 Plan

In October 1992, our Board of Directors adopted the Cytoclonal Pharmaceuticals Inc. 1992 Stock Option Plan. The 1992 Plan provides for the grant of incentive stock options intended to qualify as such under Section 422 of the Internal Revenue Code of 1986, as amended, and nonstatutory stock options that do not so qualify. Under the 1992 Plan, as amended, 520,000 shares of our common stock were reserved for issuance to our officers, employees, consultants and advisors. As of March 23, 2001, options to purchase 239,000 shares of our common stock have been exercised, no shares are available for future grant and options to purchase 281,000 shares of common stock remain outstanding under the 1992 Plan. The exercise prices of options granted under such plan range from \$1.65 to \$5.00 per share.

1996 Plan

In April 1996, our Board of Directors adopted the Cytoclonal Pharmaceuticals Inc. 1996 Stock Option Plan. Under the 1996 Plan, 750,000 shares of our common stock have been reserved for issuance to our officers, directors, employees, consultants and advisors. The 1996 Plan provides for the grant of incentive stock

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options intended to qualify as such under Section 422 of the Internal Revenue Code of 1986, as amended, and nonstatutory stock options that do not so qualify. In October 1998, stockholders approved an amendment to the 1996 Plan to increase the number of stock options available for grant under the plan from 750,000 to 1,500,000. As of March 23, 2001, options to purchase 37,400 shares of our common stock have been exercised, no options are available for future grant and options to purchase 1,462,600 shares of our common stock remain outstanding. The exercise prices of such options granted so far range from \$2.25 to \$8.375 per share. All such options are 40% exercisable after six months of continuous employment from the date of grant and increase by 20% increments on each of the first three anniversaries of the date of grant.

2000 Plan

In January 2000, our Board of Directors adopted the Cytoclonal Pharmaceuticals Inc. 2000 Stock Option Plan, subject to approval of the Plan by a majority of our shareholders. Under the 2000 Plan, 1,500,000 shares of our common stock will be reserved for issuance to our officers, directors, employees, consultants and advisors. The 2000 Plan will provide for the grant of incentive options intended to qualify as such under Section 422 of the Internal Revenue Code of 1986, as amended, and nonstatutory stock options that do not so qualify. As of March 23, 2001 options to purchase 1,063,000 shares of our common stock have been granted and 437,000 shares were available for future grants. The exercises prices of options granted under such plan range from \$6.75 to \$9.875.

Our stock option plans are administered by the Compensation Committee of our Board of Directors. Subject to the limitations set forth in the plans, the Compensation Committee has the authority to determine to whom options will be granted, the term and vesting schedule of options and the exercise price. The maximum term of each incentive stock option granted under the plans is ten years. The exercise price of options qualifying as "incentive stock options" may not be less than the fair market value of our common stock on the date of the grant. The exercise price of incentive stock options granted to any participant who owns more than 10% of the total combined voting power of all classes of our outstanding stock must be not less than 110% of the fair market value on the date of grant, and incentive stock options granted to such participants must also expire within five years from the date of grant. Under the 1992 Plan, the exercise price of options is payable in cash or, at the discretion of the Board, in our common stock or a combination of cash and common stock. Under the 1996 Plan, the exercise price of options is payable in cash or such other means that the Board determines are consistent with such Plan and with applicable laws and regulations. Under the 2000 Plan, the exercise price of options is payable in cash.

The following table sets forth certain information with respect to options granted during the year ended December 31, 2000 to our executive officers whose 2000 annual compensation exceeded \$100,000.

<TABLE>
<CAPTION>

INDIVIDUAL GRANTS

NAME	% OF TOTAL OPTIONS GRANTED TO			EXERCISE OF BASE PRICE (\$/SH)	EXPIRATION DATE
	EMPLOYEES IN FISCAL YEAR(1)	GRANTED (#)			
Arthur P. Bollon, Ph.D..... Formerly Chief Executive Officer and President, Currently Vice Chairman	75,000	30.4%	7.438	January 14, 2010	
Dorit Arad, Ph.D..... Executive Vice President Of Drug Design	15,000	6.1%	7.438	January 14, 2010	
Daniel M. Shusterman, J.D..... Vice President, Administration and General Counsel	10,000	4.0%	7.438	January 14, 2010	

(1) Excludes grants to non-employee directors and consultants.

The following table sets forth certain information with respect to each exercise of stock options during the fiscal year ended December 31, 2000 by our executive officers whose 2000 annual compensation exceeded \$100,000 and the number and value of unexercised options held by each of them as of December 31, 2000:

AGGREGATED OPTION EXERCISES IN FISCAL YEAR 2000 AND FISCAL 2000 YEAR END OPTION VALUES

<TABLE>
<CAPTION>

NAME	SHARES ACQUIRED ON EXERCISE (#)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED		VALUE OF UNEXERCISED
		VALUE REALIZED (\$)	OPTIONS AT FY-END (#) EXERCISABLE/UNEXERCISABLE	IN-THE-MONEY OPTIONS AT FY-END (#) EXERCISABLE/UNEXERCISABLE(1)
Arthur P. Bollon, Ph.D.....	0	0	540,000/105,000	\$3,982,500/\$774,375
Dorit Arad, Ph.D.....	0	0	75,000/15,000	\$553,125/\$479,375
Daniel M. Shusterman, J.D.....	0	0	84,000/26,000	\$619,500/\$191,750

(1) Based on the fair market value of the Company's Common Stock on December 31, 2000 as quoted on the Nasdaq National Market.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

Generally, under the Securities Exchange Act of 1934, a person is deemed to "beneficially own" securities which that person has the right to acquire within 60 days. The following table sets forth certain information regarding the beneficial ownership of our capital stock as of March 27, 2001, by each person deemed to be the beneficial owner of more than 5% of any class of our capital stock, each of our directors and all directors and executive officers as a group, without naming them. Except as otherwise indicated, each of the persons named has sole voting and investment power with respect to the shares shown below.

<TABLE>
<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER(1)	COMMON STOCK		SERIES A PREFERRED STOCK			
	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (2)	PERCENT OF CLASS (2)	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (3)	PERCENT OF CLASS (3)	PERCENT OF ALL VOTING OWNERSHIP (4)	PERCENT OF ALL VOTING OWNERSHIP (4)
Roan/Meyers Associates, L.P.(5).....	1,590,549	9.7%	29,282	3.7%	9.5%	
Bruce Meyers(6).....	1,509,020	9.3%	29,282	3.7%	9.0%	
Arthur P. Bollon, Ph.D.(7).....	769,900	4.6%	--	--	4.3%	
Robert J. Easton(8).....	25,000	*	--	--	*	
Gary E. Frashier(9).....	98,500	*	--	--	*	
Ira J. Gelb, M.D.(10).....	162,500	1%	--	--	*	
Irwin C. Gerson(11).....	158,500	1%	--	--	*	
Ronald L. Goode, Ph.D.(12).....	200,000	1.2%	--	--	1.1%	
Walter M. Lovenberg, Ph.D.(13).....	161,000	1%	--	--	*	
Dorit Arad, Ph.D.(14).....	122,500	0	--	--	0	
Daniel M. Shusterman, J.D.(15).....	94,000	*	--	--	*	
Directors and executive officers as a group (11 persons)(16).....	1,792,900	10%	--	--	9.6%	

</TABLE>

* Less than 1%

Except as otherwise indicated, each of the persons named has sole voting and investment power with respect to the shares shown below.

(1) Except as otherwise indicated, the address of each beneficial owner is c/o the Company, 9000 Harry Hines Boulevard, Suite 621, Dallas, Texas 75235.

(2) Calculated on the basis of 16,150,773 shares of Common Stock outstanding except that shares of Common Stock underlying options or warrants exercisable within 60 days of the date hereof are deemed to be outstanding for purposes of calculating the beneficial ownership of securities of the holder of such options or warrants. This calculation excludes shares of Common Stock issuable upon the conversion of Series A Preferred Stock.

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(3) Calculated on the basis of 786,112 shares of Series A Preferred Stock outstanding.

(4) Calculated on the basis of an aggregate of 16,936,885 shares of Common Stock and Series A Preferred Stock outstanding except that shares of Common Stock underlying options and warrants exercisable within 60 days of the date hereof are deemed to be outstanding for purposes of calculating beneficial ownership of securities of the holder of such options or warrants. This calculation excludes shares of Common Stock issuable upon the conversion of Series A Preferred Stock.

(5) The address for Roan/Meyers Associates, L.P. ("RMA") (formerly, Janssen-Meyers Associates, L.P.) is 17 State Street, New York, New York 10004. Mr. Bruce Meyers is a 100% stockholder and the sole officer and director of the corporate general partner of RMA. Includes (i) 81,529 shares of Common Stock issuable upon the exercise of a Unit Purchase Option and underlying Class E Warrants granted to RMA for placement agent services in connection with the Company's April 1998 private placement (the "April 1998 Private Placement") and (ii) the aggregate amount of shares of Common Stock and Series A Preferred Stock beneficially owned by Mr. Meyers. See (6) below.

(6) Mr. Meyers' address is c/o RMA referenced in note (5) above. Consists of (i) 1,444,470 shares of Common Stock, (ii) 33,987 shares of Common Stock issuable upon the exercise of a currently exercisable Unit Purchase Option and underlying Class E Warrants granted to RMA for placement agent services in connection with the April 1998 Private Placement, (ii) 1,510 shares of

Common Stock issuable upon the exercise of 377.5 Unit Purchase Options and underlying C and D Warrants originally granted to RMA for underwriting services in connection with the IPO, (iii) 30,563 shares of Common Stock issuable upon the exercise of currently exercisable Class E Warrants, (iv) 35,800 shares of Common Stock held by The Meyers Foundation of which Mr. Meyers has voting control. Does not include 29,282 shares of Common Stock issuable upon the conversion of 29,282 shares of Series A Preferred Stock. See note (5) above.

- (7) Ownership consists of 167,400 shares of Common Stock and options to purchase 602,500 shares of Common Stock which are currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 67,500 shares of Common Stock not exercisable within 60 days of the date hereof.
- (8) Ownership consists of options to purchase 25,000 shares of Common Stock currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 50,000 shares of Common Stock not exercisable within 60 days of the date hereof.
- (9) Ownership consists of options to purchase 98,500 shares of Common Stock currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 121,500 shares of Common Stock not exercisable within 60 days of the date hereof.
- (10) Ownership consists of options to purchase 162,500 shares of Common Stock which are currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 16,500 shares of Common Stock not exercisable within 60 days of the date hereof.
- (11) Ownership consists of options to purchase 158,500 shares of Common Stock which are currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 16,500 shares of Common Stock not exercisable within 60 days of the date hereof.
- (12) Ownership consists of options to purchase 200,000 shares of Common Stock which are currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 200,000 shares of Common Stock which are not currently exercisable within 60 days of the date hereof.
- (13) Ownership consists of 2,500 shares of Common Stock, options to purchase 158,500 shares of Common Stock which are currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 16,500 shares of Common Stock not exercisable within 60 days of the date hereof.
- (14) Ownership consists of 25,000 shares of Common Stock and options to purchase 97,500 shares of Common Stock currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 67,500 shares of Common Stock not exercisable within 60 days of the date hereof.

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- (15) Ownership consists of 5,000 shares of Common Stock and options to purchase 89,000 shares of Common Stock currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 16,000 shares of Common Stock not exercisable within 60 days of the date hereof.
- (16) Ownership consists of 200,900 shares of Common Stock and options to purchase an aggregate of 1,592,000 shares of Common Stock which are currently exercisable or exercisable within 60 days of the date hereof. Does not include options to purchase 923,000 shares of Common Stock not exercisable within 60 days of the date hereof.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

In 2000 Roan/Meyers Associates, L.P. received \$339,000 in reimbursable expenses related to the redemption of our Class C and D warrants. In addition, the Company paid solicitation fees of approximately \$1,921,000 which was charged to additional paid-in-capital in connection with the redemption of the Class C and D warrants.

In December 2000, we entered into an agreement with Easton Associates L.L.C., a company founded by our director Robert J. Easton, for strategy and market planning services at an annual fee of \$125,000.

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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CYTOCLONAL PHARMACEUTICS INC.

By: /s/ RONALD LANE GOODE, PH.D.

 Ronald Lane Goode, Ph.D.

President, Chief Executive Officer
 and Director

Dated: April 24, 2001

In accordance with the Exchange Act, this report has been signed below by the following on behalf of the registrant and in capacities and on the dates indicated.

<TABLE>
 <CAPTION>

SIGNATURE	CAPACITY	DATE
----- Gary E. Frashier	----- Chairman	
/s/ RONALD LANE GOODE, PH.D. ----- Ronald Lane Goode, Ph.D.	President, Chief Executive Officer and Director	April 24, 2001
/s/ ARTHUR P. BOLLON, PH.D. ----- Arthur P. Bollon, Ph.D.	Vice Chairman	April 24, 2001
/s/ JOAN H. GILLET, CPA ----- Joan H. Gillett, CPA	Vice President, Controller and Chief Accounting Officer	April 24, 2001
----- Robert J. Easton	Director	
----- Ira J. Gelb		
/s/ IRWIN C. GERSON ----- Irwin C. Gerson	Director	April 24, 2001
/s/ WALTER M. LOVENBERG -----	Director	April 24, 2001

</TABLE>