U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(MARK ONE)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2000

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

FOR THE TRANSITION PERIOD FROM ___________ TO __________

COMMISSION FILE NUMBER 0-26918

CYTOCLONAL PHARMACEUTICS INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<TABLE>
<S> <C>

DELAWARE	75-2402409
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

</TABLE>

9000 HARRY HINES BOULEVARD, SUITE 621, DALLAS, TEXAS 75235
- --
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(214)-353-2922
- --
(ISSUER'S TELEPHONE NUMBER, INCLUDING AREA CODE)

- --
(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

CHECK WHETHER THE ISSUER: (1) FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE EXCHANGE ACT DURING THE PAST 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 X NO
---- ----

APPLICABLE ONLY TO CORPORATE ISSUERS

STATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON EQUITY, AS OF THE LATEST PRACTICABLE DATE: 16,138,843 SHARES OF COMMON STOCK, $.01 PAR VALUE, OUTSTANDING AS OF NOVEMBER 7, 2000.

CYTOCLONAL PHARMACEUTICS INC.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CYTOCLONAL PHARMACEUTICS INC.
BALANCE SHEETS

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ASSETS	SEPTEMBER 30, 2000 (UNAUDITED)	DECEMBER 31, 1999
<S>	<C>	<C>
Current assets:		
Cash (principally money market)	$ 36,472,000	$ 3,213,000
Prepaid expenses and other current assets	345,000	135,000
Total current assets	36,817,000	3,348,000
Equipment, net	614,000	285,000
Patent rights, less accumulated amortization of $736,000 and $654,000	698,000	780,000
Notes receivable-officer/stockholder-9.75% due April 30, 2003	278,000	74,000
Other assets	4,000	4,000
TOTAL	$ 38,411,000	$ 4,491,000

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Accounts payable and accrued expenses	$ 750,000	$ 682,000
Deferred revenue from research and development collaborative contract	--	207,000
Current portion of royalties payable	156,000	135,000
	------------	------------
Total current liabilities	906,000	1,024,000
	------------	------------
Royalties payable less current portion	781,000	875,000
	------------	------------
Total liabilities	1,687,000	1,899,000
	------------	------------
Stockholders' equity:		
Preferred stock - $.01 par value, 10,000,000 shares authorized; 724,652 and 728,903 shares of Series A convertible preferred issued and outstanding at September 30, 2000 and December 31, 1999, respectively (liquidation value $1,812,000 and $1,822,000 at September 30, 2000 and December 31, 1999, respectively)	7,000	7,000
Common Stock - $.01 par value, 30,000,000 shares authorized: 15,775,664 and 10,377,453 shares issued and outstanding at September 30, 2000 and December 31, 1999, respectively	158,000	104,000
Additional paid-in capital	66,250,000	24,759,000
Unearned compensatory cost	(741,000)	(89,000)
Accumulated Deficit	(27,861,000)	(22,189,000)
Treasury stock, 143,100 shares of common stock, at cost September 30, 2000	(1,089,000)	--
	------------	------------
Total Stockholders' Equity	36,724,000	2,592,000
	------------	------------
TOTAL	$ 38,411,000	$ 4,491,000
	============	============

</TABLE>

See notes to financial statements

CYTOCLONAL PHARMACEUTICS INC.

STATEMENTS OF OPERATIONS
(UNAUDITED)

<TABLE>
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	THREE MONTHS ENDED	NINE MONTHS ENDED

	SEPTEMBER 30,		SEPTEMBER 30,	
	2000	1999	2000	1999
		(note 4)		(note 4)
<S>	<C>	<C>	<C>	<C>
Revenue:				
Licensing & research collaborative agreement	$ 67,000	$ 267,000	$ 754,000	$ 750,000
Operating Expenses:				
Research and development	891,000	640,000	2,076,000	2,022,000
General and administrative	1,662,000	689,000	5,391,000	1,828,000
	2,553,000	1,329,000	7,467,000	3,850,000
Operating (loss)	(2,486,000)	(1,062,000)	(6,713,000)	(3,100,000)
Other (Income) expenses:				
Interest (income)	(529,000)	(50,000)	(1,045,000)	(179,000)
Interest expense	1,000	--	4,000	3,000
	(528,000)	(50,000)	(1,041,000)	(176,000)
NET (LOSS)	(1,958,000)	(1,012,000)	(5,672,000)	(2,924,000)
Preferred stock dividend	(45,000)	(46,000)	(136,000)	(137,000)
Net loss attributable to common shareholders	$ (2,003,000)	$ (1,058,000)	$ (5,808,000)	$ (3,061,000)
Net loss per share-basic and diluted	$ (0.13)	$ (0.10)	$ (0.41)	$ (0.30)
Weighted average number of shares outstanding - basic and diluted	15,635,000	10,361,000	14,002,000	10,318,000

</TABLE>

See notes to financial statements

CYTOCLONAL PHARMACEUTICS INC.

STATEMENTS OF CASH FLOWS
(UNAUDITED)

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	NINE MONTHS ENDED SEPTEMBER 30,	
	2000	1999
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Cash flows from operating activities:		
Net (loss)	$ (5,672,000)	$ (2,924,000)
Adjustments to reconcile net (loss) to net		

cash used in operating activities:		
Depreciation and amortization	195,000	119,000
Value assigned to common shares, options and warrants	2,355,000	386,000
Changes in:		
Other assets	(210,000)	(218,000)
Deferred revenue	(207,000)	250,000
Accounts payable and accrued expenses	68,000	132,000
Net cash used in operating activities	(3,471,000)	(2,255,000)
Cash flows from investing activities:		
Notes receivable - officer/shareholder	(204,000)	--
Purchase of equipment	(442,000)	(225,000)
Net cash used in investing activities	(646,000)	(225,000)
Cash flows from financing activities:		
Proceeds from exercise of options and warrants	38,538,000	71,000
Payment of royalties	(73,000)	(94,000)
Purchase of treasury stock	(1,089,000)	--
Net cash provided by (used in) financing activities	37,376,000	(23,000)
NET INCREASE (DECREASE) IN CASH	33,259,000	(2,503,000)
Cash at beginning of period	3,213,000	6,826,000
CASH AT END OF PERIOD	$ 36,472,000	$ 4,323,000

</TABLE>

See notes to financial statements

CYTOCLONAL PHARMACEUTICS INC.
NOTES TO FINANCIAL STATEMENTS
September 30, 2000
(unaudited)

(1) FINANCIAL STATEMENT PRESENTATION

The unaudited financial statements of Cytoclonal Pharmaceutics Inc., a Delaware corporation (the "Company"), included herein have been prepared in accordance with the rules and regulations promulgated by the Securities and Exchange Commission and, in the opinion of management, reflect all adjustments (consisting only of normal recurring accruals) necessary to present fairly the results of operations for the interim periods presented. Certain information and footnote disclosures normally included in financial statements, prepared in accordance with generally accepted accounting principles, have been condensed or omitted pursuant to such rules and regulations. However, management believes that the disclosures are adequate to make the information presented not misleading. These financial statements and the notes thereto should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999. The results for the interim periods are not necessarily indicative of the results for the full fiscal year.

(2) RESEARCH AND COLLABORATIVE AGREEMENT

In June 1998, the Company entered into a license and research agreement with Bristol-Myers Squibb ("BMS") on two technologies related to the production of paclitaxel, the active ingredient in BMS's largest selling cancer product, Taxol(R). The agreement includes fees, milestone payments, research and development support and minimum and sales based royalties.

(3) LOSS PER COMMON SHARE

Basic and diluted loss per common share is based on the net loss increased by dividends on preferred stock divided by the weighted average number of common shares outstanding during the year. No effect has been given to outstanding options, warrants or convertible preferred stock in the diluted computation as their effect would be antidilutive.

(4) REVENUE RECOGNITION AND CHANGE IN ACCOUNTING PRINCIPLE

Revenue from research support agreements is recognized as the expenses for research and development activities performed under the terms of the agreements are incurred. Revenue resulting from the achievement of milestones is recognized when the milestone is achieved. Amounts received in advance of services to be performed are recorded as deferred revenue. In December 1999, the staff of the Securities and Exchange Commission issued an accounting bulletin on revenue recognition which provides, among other matters, that nonrefundable license fees should be recognized over the period of performance of related research and development activities. Accordingly, the Company changed its accounting policy from recognizing revenue from nonrefundable license fees at signing of agreement to deferring and recognizing such fees over the period of performance of related research and development activities. Effective January 1, 1999, the Company reflected this change in accounting principle as a cumulative effect on prior years of $422,000. Payments to third parties in connection with nonrefundable license fees are being recognized over the period of performance of related research and development activities. This change in accounting principle would

have resulted in an increase in revenues and research and development expenses and a decrease in net loss of approximately $ 281,000, $ 70,000 and $ 211,000, respectively for the nine months ended September 30, 1999 if it was retroactively applied. The corresponding impact on net loss per share would be a decrease from $(0.30) to $(0.28) if this change in accounting principle were retroactively applied.

(5) STOCKHOLDERS' EQUITY

On February 7, 2000, the Company gave notice to the holders of Class C Warrants that it was exercising its right of redemption effective March 9, 2000. We received net proceeds of approximately $12,953,000 from the exercise of 1,992,829 such warrants. On March 13, 2000 the Company gave notice to the holders of its Class D Warrants that it was exercising its right of redemption effective April 12, 2000. The Company received net proceeds of approximately $25,742,000 from the exercise of 2,941,905 such warrants. Additionally, through September 30, 2000 the Company received net proceeds of approximately $1,776,000 from the exercise of 221,010 other warrants and 145,300 options. During the period from October 1, 2000 through November 10, 2000 the Company received net proceeds of approximately $1,438,000 from the exercise of 361,779 warrants.

In January 2000 the Board of Directors approved the 2000 Employee Option Plan (the "Plan") authorizing up to 1,500,000 shares, subject to approval of the Plan by a majority of our shareholders. We granted 200,000 options to purchase shares of Common Stock under the Plan at exercise prices ranging from $6.75 to $10.125 per share to officers, directors, employees and consultants of the Company. On September 11, 2000 the stockholders of the Company approved the Plan. At the time of stockholder approval, the market value of the Company's stock exceeded the exercise price of certain options noted above, consequently the Company recorded deferred compensatory charges of $130,000 equal to the spread between the exercise price of the option and the market price, times the number of options involved. The charge to operations for the nine months ended September 30, 2000 was $44,000.

The Company accounts for its stock-based compensation plans under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." In October 1995, the Financial Accounting Standards Board issued Statement No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), which establishes a fair value-based method of accounting for stock-based compensation plans. The Company has adopted the disclosure-only alternative under SFAS No. 123. The Company accounts for stock based compensation to nonemployees using the fair value method in accordance with SFAS No. 123 and Emerging Issues Task Force (EITF) 96-18. The Company has recognized deferred stock compensation related to certain stock option and warrant grants. During the nine months ended September 30, 2000 the Company granted 25,000 and 300,000 warrants to purchase shares of Common Stock at $12.00 and $15.00 per share, respectively in return for financial advisory services. The Company valued these warrants based on the Black-Scholes option pricing. In connection therewith the Company recorded a charge of $1,982,000 during the nine months ended September 30, 2000. In connection with other option grants to consultants the Company recorded a charge of $329,000 during the nine months ended September 30, 2000.

(6) STOCK BUY-BACK PROGRAM

In April 2000, the Company announced a stock buy-back program under which the Board of Directors authorized the purchase of up to $2,000,000 of its common stock. As of September 30, 2000 the Company had purchased 143,100 shares at a cost of approximately $1,089,000.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with, and is qualified in its entirety by, the Financial Statements and the Notes thereto included in this report. Certain of the matters and subject areas discussed in this report that are not statements of current or historical fact are "forward-looking statements" that convey information about potential future circumstances and developments. These are subject to the inherent risks and uncertainties surrounding expectations regarding future occurrences. Factors that might cause the Company's actual future experience to differ materially from the forward-looking statements include, but are not limited to (i) the Company's absence of commercialized products, (ii) the Company's dependence, to an extent, on third parties for clinical development and commercialization of potential products, (iii) the potential failure of any drug candidates that emerge from the Company's discovery operations top progress successfully to or though clinical development, (iv) competition, (v) government regulation, and (vi) pharmaceutical pricing. The Company's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Historical operating results are not necessarily indicative of the trends in operating results for any further period.

The strategy of the Company is to target opportunities offered by both established drugs and new drugs. Concerning established drugs, the Company is focusing on improvements in production and/or activity, and development of new uses for these drugs. Regarding development of new drugs, the Company is focusing on the use of novel technologies, including platform technologies, targeting genes and proteins from the human genome. The Company hopes to implement this strategy using proprietary company technology or in-licensed technology, either alone or in combination with corporate partners.

In the quarter ended September 30, 2000 the Company announced the issuance of a key patent (U.S. Patent No. 6,043,072) for a new gene coding for a pivotal enzyme in paclitaxel synthesis. Paclitaxel is the key ingredient in

Taxol(R), the $1.7 billion cancer drug sold by Bristol-Myers Squibb. The holder of the patent, Washington State University, is under exclusive contract with the Company to isolate the key genes in paclitaxel synthesis.

Several key agreements were completed and announced in the third quarter. The Company completed an agreement with the Research & Development Institute Inc. at Montana State University for worldwide rights to their Telomerase "Immortality Enzyme" Reverse Transcriptase (TERT) gene technology. In July 2000 we announced the completion of an agreement with the University of California, San Diego and University of British Columbia for worldwide rights to a new drug target for preventing drug resistance by pathogenic bacteria, such as tuberculosis.

In addition, we announced the expansion and integration of our OASIS(TM) and QCT(TM) platforms, including a new computer center which includes enhanced bioinformatics capability and an expanded QCT(TM) department.

In August 2000, we became a founding member of a functional genomics consortium sponsored by Molecular Simulations, Inc.(MSI), a wholly owned subsidiary of Pharmacopeia, Inc.

Our actual research and development and related activities may vary significantly from current plans depending on numerous factors, including changes in the costs of such activities from current estimates, the results of our research and development programs, the results of clinical studies, the timing of regulatory submissions, technological advances, determinations as to commercial potential and the status of competitive products. The focus and direction of our operations will also be dependent upon the establishment of collaborative arrangements with other companies, the availability of financing and other factors. The funded research and development program, if not renewed, terminates during the year ended December 31, 2000 and thereafter our future revenues depend upon the achievement of certain milestones related to product development and royalties based on product sales.

RESULTS OF OPERATIONS

Revenue

We recognized revenues of $67,000 and $267,000 for the three months ended September 30, 2000, and 1999, respectively and $754,000 and $750,000 for the nine months ended September 30, 2000 and 1999, respectively. Revenues in both 1999 to 2000 were primarily attributable to license and research and development payments including those from our agreements with Bristol-Myers Squibb.

Research and Development Expenses

We incurred research and development expenses of $2,076,000 and $2,022,000 for the nine months ended September 30, 2000 and 1999, respectively. For the quarter, ended September 30, 2000 and 1999, research and development expenses were $891,000 and $640,000, respectively. The increase in research and development expenses in the nine months ended September 30, 2000 from 1999 was due to a $174,000 increase in research and development salaries due to additional scientific staff, a $144,000 increase in contracted research, a $37,000 increase on rent expense due to the expansion of facilities, a $27,000 increase in funding for the research program at the University of Texas at Dallas, a $70,000 increase in depreciation expenses, and a $56,000 increase in expenses related to activities as a member of a functional genomics consortium sponsored by Molecular Simulation, Inc. and partially offset by a $420,000 decrease in technology costs associated with the acquisition of Quantum Core Technology(TM) and other decreases in research funding and contract labor.

We anticipate that we will incur increased research and development expenses if we succeed in our objective to move products from pre-clinical to clinical trials and as we expand our drug discovery efforts. We also expect to hire additional technical staff to aid in the fulfillment of these goals. There can be no assurance as to when or if we will achieve such objectives.

General and Administrative Expenses

We reported general and administrative expenses of $5,391,000 and $1,828,000 for the nine months ended September 30, 2000, and 1999, respectively. For the quarter ended September 30, 2000 and 1999, general and

administrative expenses were $1,662,000 and $689,000, respectively. The increase in general and administrative expenses in 2000 from 1999 was attributable to a $2,949,000 increase in public and financial relations costs including a non-cash charge of $2,311,000 related to the value assigned to warrants granted to our financial advisors and consultants, a $56,000 increase in insurance costs, a $52,000 increase in travel and lodging expenses including relocation reimbursements, a $97,000 increase in consulting fees, a $30,000 increase in fees associated with scientific conferences, a $378,000 increase in legal and professional fees and a $58,000 increase in employee related expenses, partially offset by a $18,000 decrease in technology marketing costs.

We anticipate that we will incur increased general and administrative expenses as we expand our administrative staff to aid in our business development.

Interest Income

Interest income was $1,045,000 and $179,000 for the nine months ended September 2000 and 1999, respectively. For the quarter, interest income was $529,000 and $50,000 for September 2000 and 1999, respectively. The increase in interest income is due to the increase in available cash balances resulting from the receipt of proceeds from the exercise of warrants.

Change in accounting principle - Revenue recognition

In December 1999, the staff of the Securities and Exchange Commission issued an accounting bulletin on revenue recognition which provides, among other matters, that nonrefundable license fees should be recognized over the period of performance of related research and development activities. Accordingly, we changed our accounting policy from recognizing revenue from nonrefundable license fees at signing of agreement to deferring and recognizing such fees over the period of performance of related research and development activities. Effective January 1, 1999, we reflected this change in accounting principle as a cumulative effect on prior years of $422,000, which is shown in the statement of operations. Payments to third parties in connection with nonrefundable license fees are being recognized over the period of performance of related research and development activities.

This change in accounting principle would have resulted in an increase in revenues and research and development expenses and a decrease in net loss of approximately $281,000, $70,000 and $211,000, respectively for the nine months ended September 30, 1999 if it was retroactively applied. The corresponding impact on the net loss per share would be a decrease from $(0.30) to $(0.28) if this change in accounting principle were retroactively applied.

Net Losses

We incurred net losses of $5,672,000 and $2,924,000 for the nine months ended September 30, 2000 and 1999, respectively. Net loss for the nine months ended September 30, 2000 included $2,311,000 in non-cash charges related to warrants granted to our financial advisors and consultants. For the quarter net losses were $1,958,000 and $1,012,000 for September 30, 2000 and 1999, respectively. The increase in net losses in 2000 from 1999 was attributable to increased general and administrative expenses, partially offset by an increase in interest income.

Liquidity and Capital Resources

At September 30, 2000, we had cash of approximately $36,472,000. Since inception we have financed our operations from debt and equity financings as well as fees received from licensing and research and development agreements. During the nine months ended September 30, 2000, we used cash of approximately $3,471,000 to fund our operating activities, principally caused by the net loss of $5,672,000. In addition, during the nine months ended September 30, 2000, we used approximately $646,000 to fund our investing activities, principally caused by loans to an officer/shareholder of $204,000 and the purchase of equipment of $442,000.

On February 7, 2000, the Company gave notice to the holders of our Class C Warrants that it was exercising its right of redemption effective March 9, 2000. We received net proceeds of approximately $12,953,000 from the exercise of 1,992,829 such warrants. On March 13, 2000 the Company gave notice to the holders of its Class D Warrants that it was exercising its right of redemption effective April 12, 2000. The Company received net proceeds of approximately $25,742,000 from the exercise of 2,941,905 such warrants. Additionally, through September 30, 2000 the Company received net proceeds of approximately $1,776,000 from the exercise of 221,010 other warrants and 145,300 options. During the period from October 1, 2000 through November 10, 2000 the Company received net proceeds of approximately $1,438,000 from the exercise of 361,779 warrants.

In January 2000 the Board of Directors approved the 2000 Employee Option Plan (the "Plan") authorizing up to 1,500,000 shares, subject to approval of the Plan by a majority of our shareholders. We granted 200,000 options to purchase shares of Common Stock under the Plan at exercise prices ranging from $6.75 to $10.125 per share to officers, directors, employees and consultants of the Company. On September 11, 2000 the stockholders of the Company approved the Plan. At the time of stockholder approval, the market value of the Company's stock exceeded the exercise price of certain options noted above, consequently the Company recorded deferred compensatory charges of $130,000 equal to the spread between the exercise price of the option and the market price, times the number of options involved. The charge to operations for the nine months ended September 30, 2000 was $44,000.

The Company accounts for its stock-based compensation plans under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." In October 1995, the Financial Accounting Standards Board issued Statement No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), which establishes a fair value-based method of accounting for stock-based compensation plans. The Company has adopted the disclosure-only alternative under SFAS No. 123. The Company accounts for stock based compensation to nonemployees using the fair value method in accordance with SFAS No. 123 and Emerging Issues Task Force (EITF) 96-18. The Company has recognized deferred stock compensation related to certain stock option and warrant grants. During the nine months ended September 30, 2000 the Company granted 25,000 and 300,000 warrants to purchase shares of Common Stock at $12.00 and $15.00 per share, respectively in return for financial advisory services. The Company valued these warrants based on the Black-Scholes option pricing. In connection therewith the Company recorded a charge of $1,982,000 during the nine months ended September 30, 2000. In connection with other option grants to consultants the Company recorded a charge of $329,000 during the nine months ended September 30, 2000.

We have agreed to fund scientific research at academic institutions and to make minimum royalty payments for licensing and collaborative agreements of approximately $851,795 through September 30, 2001. We do not expect these arrangements to have a significant impact on our liquidity and capital resources. We intend to continue to maintain and develop relationships with academic institutions and to establish licensing and collaborative agreements.

We have no material capital commitments for the year ended December 31, 2000.

We believe our finances are adequate to meet our current capital and operating needs.

PART II. OTHER INFORMATION

Item 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

In July and August 2000, the Company granted 24,000 options to purchase shares of Common Stock at exercise prices ranging from $9.375 to $10.125 per share to employees and consultants of the Company. The shares of Common Stock were granted pursuant to the exemption afforded by Section 4(2) promulgated under the Securities Act since such issuances did not involve a public offering.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its Annual Meeting of Stockholders ("Annual Meeting") on September 11, 2000 and adjourned until September 22, 2000. The purpose of the Annual Meeting was (i) to approve an amendment to the Company's certificate of incorporation (the "Certificate of Incorporation") to divide the Board of Directors into three classes; (ii) to elect five directors as follows: two directors to serve a three-year term, two directors to serve a two-year term, and one director to serve a one-year term; (iii) to approve the adoption of an amendment to the Certificate of Incorporation to require that all actions taken by stockholders be taken at an annual or special meeting and not by written consent; and (iv) to approve the Company's 2000 Stock Option Plan.

The Board of Directors recommended that the stockholders amend the Certificate of Incorporation to divide the Board of Directors into three classes. The stockholders voted 6,990,060 shares for the amendment to the Certificate of Incorporation 725,903 shares against the amendment to the Certification of Incorporation and 149,886 shares abstained. While the proposal was approved by 90% of the shareholders that voted on those proposal, the number of shares voted did not meet the statutory requirement needed for approval.

At the Annual Meeting, Arthur P. Bollon, Ira J. Gelb, Irwin C. Gerson, Walter M. Lovenberg, and Gary E. Frashier were elected as directors of the Company. The number of votes for and withheld are detailed below for each director.

<TABLE>
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<S>	FOR <C>	WITHHELD <C>
Arthur P. Bollon	14,746,316	331,695
Ira J. Gelb	14,746,316	331,695
Irwin C. Gerson	14,746,316	331,695
Walter M. Lovenberg	14,746,316	331,695
Gary E. Frashier	14,746,316	331,695

</TABLE>

The Board of Directors recommended that the stockholders amend the Certificate of Incorporation to require that all actions taken by stockholders be taken at an annual or special meeting and not by written consent. The stockholders voted 6,533,317 shares for the amendment to the Certificate of Incorporation, 706,720 shares against the amendment to the Certification of Incorporation and 97,152 shares abstained. While the proposal was approved by 90% of the shareholders that voted on those proposal, the number of shares voted did not meet the statutory requirement needed for approval.

The Board of Directors recommended that the stockholders approve the Company's 2000 Stock Option Plan. The stockholders voted 14,049,592 shares for the approval of the 2000 Stock Option Plan, 925,612 shares against the 2000 Stock Option Plan and 102,807 shares abstained.

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibit 27 Financial Data Schedule

(b) Reports on Form 8-K - None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

CYTOCLONAL PHARMACEUTICS INC.

Date: November 14, 2000 /s/ Joan Gillett

Joan Gillett
Vice President and
Controller

INDEX TO EXHIBITS

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EXHIBIT NO.	DESCRIPTION
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27	Financial Data Schedule

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