FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person* DEROSE RICHARD S	2. Issuer Name **and** Ticker or Trading Symbol INFORMATION ANALYSIS INC [IAIC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) INFORMATION ANALYSIS INC, 11240 WAPLES MILL RD STE 201	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2010	___ Director ___ 10% Owner X_ Officer (give title below) ___ Other (specify below) Chief Financial Officer
(Street) FAIRFAX, VA 22030	4. If Amendment, Date Original Filed(Month/Day/Year) 08/10/2010	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	$ 0.22							05/27/2004	05/27/2013	Common Stock	25,000		235,000	D	
Options (Right to Buy)	$ 0.22							05/27/2005	05/27/2013	Common Stock	25,000		235,000	D	
Options (Right to Buy)	$ 0.42							12/31/2005	10/27/2015	Common Stock	25,000		235,000	D	
Options (Right to Buy)	$ 0.52							09/23/2006	06/23/2016	Common Stock	45,000		235,000	D	
Options (Right to Buy)	$ 0.52							12/23/2006	06/23/2016	Common Stock	45,000		235,000	D	
Options (Right to Buy)	$ 0.4							10/21/2007	04/20/2017	Common Stock	50,000		235,000	D	
Options (Right to Buy)	$ 0.17							01/28/2011	01/28/2020	Common Stock	20,000		235,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEROSE RICHARD S INFORMATION ANALYSIS INC 11240 WAPLES MILL RD STE 201 FAIRFAX, VA 22030			Chief Financial Officer	

Signatures

Matthew T. Sands, Controller		11/03/2010
**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).

Remarks:
This Amended Form 4 nullifies the original Form 4 filed 08/10/2010. The option grant transaction in the original filing was cancelled.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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