

ISSUER INFORMATION
AND
QUARTERLY UPDATE DISCLOSURE STATEMENT

BIOELECTRONICS CORPORATION

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Frederick, MD 21704
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The Company has a corporate internet website at <http://www.bielcorp.com>. The reference to this website address does not constitute incorporation by reference of the information contained therein.

Federal ID
52-2278149

CUSIP
09062H108

ISSUER'S EQUITY SECURITIES

Common Stock
\$.001 Par Value
2,000,000,000 Common Shares Authorized
1,733,748,871 Shares Issued and Outstanding

BioElectronics Corporation is responsible for the content of this Information and Disclosure Statement. **The information contained in this report has not been filed with or approved by the Securities and Exchange Commission, any state securities commission, the National Association of Securities Dealers, or any other regulatory body.** This document contains forward-looking statements. Forward-looking statements do not represent historical facts, but rather statements about management's beliefs, plans and objectives about the future, as well as assumptions and judgments concerning such beliefs, plans, and objectives. The statements are evidenced by terms such as "anticipate," "estimate," "should," "expect," "believe," "intend," and similar expressions. Although these statements reflect management's good faith beliefs and projections, they are not guarantees of future performance and they may not prove true. These projections involve risk and uncertainties that could cause the Company's actual results to differ materially from those addressed in the forward-looking statements. These risks and uncertainties include, but are not limited to, changes in general economic, market, or business conditions; changes in laws or regulations or policies of federal and state regulators and agencies; and other circumstances beyond the Company's control. Consequently all of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, or if substantially realized, will have the expected consequences on the Company's business or operations.

**BIOELECTRONICS CORPORATION
 INFORMATION AND QUARTERLY UPDATE DISCLOSURE STATEMENT**

ITEM 1: NAME OF ISSUER: BioElectronics Corporation

ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES:

4539 Metropolitan Court
 Frederick, MD 21704
 (301) 874-4890 Office
 (301) 874-6935 Fax
www.bielcorp.com

ITEM 2: NUMBER OF SHARES OR TOTAL AMOUNT OF SECURITIES OUSTANDING FOREACH CLASS OF SECURITIES AUTHORIZED.

As of September 30, 2011 the Issuer had 1,759,781,871 shares issued and outstanding. As of December 31, 2010, the Issuer had 1,546,684,871 shares of Common Stock issued and outstanding.

Period End Date	# of Shares Authorized	# of Shares Outstanding	Freely-Tradeable Shares	# of Beneficial Shareholders	# of Shareholders
30-Sept-11	2,000,000,000	1,759,781,871	1,678,295,249	3	179
31-Dec-10	1,750,000,000	1,546,684,871	1,351,875,364	3	154
31-Dec-09	1,500,000,000	1,470,998,871	1,289,575,281	3	103
31-Dec-08	500,000,000	266,542,635	234,255,513	3	96

ITEM 3: INTERIM FINANCIAL STATEMENTS: The un-audited interim financial statements of the issuer as of September 30, 2011 are attached to the end of this Quarterly Update, and the financial statements included therein, and where they are located, are as follow:

Balance Sheets	
Assets	Page 12 of this document
Liabilities and Stockholders’ Deficiency	Page 12 of this document
Statements of Operations	Page 13 of this document
Statements of Cash Flows	Page 16 of this document
Statements of Stockholders’ Deficiency	Page 14-15 of this document
Notes to Financial Statements	Pages 17-27 of this document

ITEM 4: MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Most of our operational plan is centered on marketing oriented functions, instead of design and production oriented functions. We believe our product set is very strong, our quality is very high and our ISO-certified production capabilities are extensive.

Our recently developed improved circuitry devices that last 7 continuous days are available as follows:

1. Back Pain Therapy
2. Neck Pain Therapy;
3. Knee Pain Therapy;
4. Wrist and Elbow Pain Therapy;
5. Smart-In Sole™ for Heel Pain; and,
6. Allay™ Menstrual Cycle Pain Therapy.

The musculoskeletal devices retail for \$19.95 and include the affixing wrap. The Allay, monthly menstrual cycle device retails for \$9.95 and includes two protective sleeves.

These topical analgesic products are clinically proven more efficacious, safer, and cost effective than the leading hot and cold pads and pain medications. The new products are all cleared for sales and marketing around the world over-the-counter and, the Company is awaiting OTC reclassification of its products to include the US in its retail product operations.

Current Objectives

1. 3rd Molar Extraction Study – Tufts University School of Dental Medicine
Principal Investigator: Dr William Gilmore DDS, Department of Oral and Maxillofacial Surgery.

This placebo controlled double blind study involving 100 patients will document pain and swelling after 3rd molar extraction.

2. Caesarean Section - University of Toronto, Mt. Sinai Hospital
Principal investigator: Dr Jose Carvalho, Professor of Anesthesia and Obstetrics and Gynecology.

This 200 patient double blind placebo controlled study is designed to assess control of postoperative pain and narcotic medication use following caesarean section.

3. Venous Stasis Ulcer Pain Management - Colorado Medical Center
Principal Investigator: Dr. Eric Jaakola DPM.

A double blind placebo controlled study on the control of venous stasis leg ulcer pain involving 20-30 patients using ActiPatch therapy.

4. Diabetic Peripheral Neuropathy - Temple University School of Podiatric Medicine
Principal Investigator: Tracey Vlahovic, DPM. This pilot evaluation is to assess ActiPatch on the control of pain associated with diabetic peripheral neuropathy.

5. Plantar Fasciitis - University of British Columbia

Principal Investigator: Dr Jack Taunton, Division of Sports Medicine, Faculty of Medicine,

A new clinical trial on plantar fasciitis utilizing BioElectronics ActiPatch device embedded into heel gel insoles allowing for a 24/7 therapy. This double blind, crossover study will assess the control of plantar fasciitis heel pain with long term follow up.

6. Hernia Surgical Recovery Pilot Study - University Hospital of Ghent, Belgium
Principal Investigator: Dr. Frederik Berrevoet MD., PhD Department of General and Hepatobiliary Surgery, Liver Transplantation Service

The pilot study will assess the postoperative pain of patients that have undergone hernia repair surgery after treatment of with ActiPatch.

SALES AND MARKETING METHODS

The Company will substantially invest in advertising and promotion to drive the growth of its key brands. The marketing strategy is focused primarily on consumer-oriented programs that include media advertising, targeted coupon programs and in-store advertising.

ActiPatch and Allay Retail Sales and Distribution

During 2011 BioElectronics will launch international campaigns that include substantial retail presence and extensive media support, to stage the domestic launch and introduce larger revenue sources into the company

The Company has entered into retail Management Agreements with the Greenwood Group, (www.greenwoodg.com), a leading brand management and sales organization, to execute its retail sales and marketing strategy. We are relaunching our Canada sales and marketing to stage our US program. Simultaneously, we are launching the UK market to stage our European and other international markets.

The Greenwood Group are leading experts in brand management and bringing new products into the US and Canadian markets, including retail sales, supply chain, logistics, and extensive expertise in OTC strategy, pricing, and analysis. The Companies for which they manage brands include Bayer, Morton Salt, Advanced Visio, Nice Pak, Kobayashi, Kids+=Med, Hothands Heat-Max, and Hygenic. Brands owned by Greenwood include Breathe Right, Plax, Joint-ritis, Zone, and others. Its management have had decades of senior retail experience in such notable companies as Bayer, Johnson & Johnson, The Gillette company, Novartis, and other leading OTC sales and marketers.

RETAIL OTC (OVER-THE-COUNTER) U.S. MARKET

The Company has filed two U.S. FDA 510(k) market clearance applications for the OTC ActiPatch and the Allay Menstrual Cycle Pain Therapy devices and received "Not Substantially Equivalent" letters for both products. The U.S. FDA's position is that the current pulsed electromagnetic product category is restricted to post operative devices only. The Company has now filed a Section 513 petition for reclassification of the devices. It is management's position that the U.S. FDA market clearance is inevitable and obtaining U.S. FDA OTC clearance will open the markets for both ActiPatch and Allay.

Each of the Company's retail product kits are unique to the market as drug free, anti-inflammatory therapeutic agents that rapidly and safely reduce pain, swelling and required healing time. Each retail kit is designed with an extremity wrap and an unconditional money back guarantee. The devices are wafer thin, easily concealed, comfortable and easy to use. There are no "messy" odorous topical ointments or creams, and because they do not use heat or ice, they are safe to use for diabetics and the bedridden.

DOMESTIC SALES AND DISTRIBUTION

Plastic surgery is the only domestic market segment with current U.S. FDA market clearance. Consequently, domestic sales are restricted primarily to medical providers until additional clearances are received from the U.S. FDA. Past sales efforts have centered on podiatry, orthopedics and plastic surgery. Sales increases to these target markets have been very slow, however, the product has a number of very strong medical supporters. Once we obtain an additional FDA clearance, we expect to be much more successful in obtaining sales in the following identifiable markets for RecoveryRx:

- Plastic Surgeons
- Oral Surgeons
- Orthopedic Surgeons
- General Surgeons for complex C-Sections and Hernias
- Wound care centers, nursing homes, hospitals, and home health care specialists for chronic wounds,

- Podiatrists
- Chiropractors
- Pain clinics

The sales and marketing to these physicians will be direct response mail, telemarketing, trade shows and advertising in trade journals. Internationally, we will use specialized medical supply distributors.

The pending US FDA market clearance will enable us to market the RecoveryRx, the device, and the affixing back belt, extremity tubular sleeves and adhesive pads to all surgeons, hospitals, wound care clinics, pain clinics, and orthopedic physicians. The completed oral surgery and the C-section studies will enhance sales to all surgeons, with particular emphasis on the 6,000+ oral surgeons and to the obstetrics physicians performing the 1.4 million annual C-section procedures.

MANAGEMENT DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our principal activity, to sell and market in the U.S. retail market, has not yet commenced due to the lack of U.S. FDA approval for our product. As a result, we consider ourselves a development stage entity in accordance with FASB Accounting Standards Codification Topic 915, "Development Stage Enterprise", and accordingly present, in our financial statements, the results of operations and other disclosures for the company for the period from our inception, April 10, 2000, to September 30, 2011. Apart from the additional financial information provided regarding our financial results for the period from inception, April 10, 2000, to September 30, 2011, our designation as a Development Stage Company did not affect our accounting or other information provided in our financial statements.

Comparison of the three months ended September 30, 2011 and 2010:

Revenue. Revenue from operations for the three months ended September 30, 2011 and 2010 amounted to approximately \$42,800 and \$79,800, respectively, a decrease of \$37,000 or 46.3% from the prior year. Revenues were approximately \$737,000 and \$693,000, for the nine months ended September 30, 2011 and 2010, respectively, resulting in an increase of \$44,000 or 6.4% over the prior year.

Cost of Goods Sold and Gross Margin. Costs of goods sold for the three months ended September 30, 2011 and 2010 amounted to approximately \$38,500 and \$62,500, respectively, and for the nine months ended September 30, 2011 and 2010 amounted to approximately \$373,000 and \$309,000, respectively. Gross margin decreased from approximately 55.4% of sales for the nine months ended September 30, 2010 to approximately 49.5% for the nine months ended September 30, 2011. The decrease in margins was a function of discounting on sales prices for bulk orders and higher production costs, which arose from an increase in the use of contingent workers to expedite shipment of the new Allay packaging, and higher shipping costs related to international sales. We expect the normal gross margins on our products to be in the range of 66 % to 70 % of sales in the future, depending on product mix and sales prices. This gross margin range is consistent with other medical device and pharmaceutical companies.

General and Administrative Expense. General and administrative expenses for the three months ended September 30, 2011 and 2010 amounted to approximately \$664,000 and \$894,000 respectively, a decrease of \$230,000 or 24.9%. For the nine months ended September 30, 2011, general and administrative expenses amounted to approximately \$1,347,000 as compared to \$1,137,000 in comparative period of 2010, an increase of \$210,000 or 18.5% over the prior period. The increases related mainly to increase in sales and administrative staff salaries, marketing initiatives, and investor relations expenses for capital raising initiatives offset by decreases in legal and accounting expenses and depreciation and amortization.

Interest Expense. Interest expense increased to approximately \$114,000 for the three months ended September 30, 2011 from approximately \$55,400 in the comparable period in 2010. For the nine months ended September 30, 2011 and 2010, interest expense amounted to \$300,000 and \$136,000, respectively. The increase in interest expense was mainly attributed to the new financing loans with IBEX, LLC and St. Johns, LLC. IBEX, LLC is a limited liability company, whose President is the daughter of the President of the Company. St. Johns, LLC is a limited liability company, which is owned by family members of the President of the Company.

Net Loss. Net losses during the three months ended September 30, 2011 and 2010 amount to approximately \$773,000 and \$932,000, respectively. Net losses increased to approximately \$2,195,000 during the first nine months of 2010 from approximately \$1,930,000 during the comparative period in 2010. Losses were increased primarily due the decrease in profit margins on sales and to the increase in general and administrative expense and interest expense.

Going concern. The Company's financial statements have been prepared on a going concern basis which contemplates the realization of assets and the liquidation of liabilities in the ordinary course of business. We have incurred substantial losses from operations in the nine months ended September 30, 2011 and prior years, including a net loss of approximately \$2,195,000 for the nine months ended September 30, 2011. The Company also has an accumulated deficit as of September 30, 2011 of \$16,897,370.

The Company projects that it will require an additional three million dollars in working capital in the next 12 months. If sales increase as anticipated, the Company will seek additional capital from new investors. The Company has prepared a financing proposal to discuss opportunities with

potential investors or possible strategic partners. However, we can provide no assurance that we will be able to obtain financing on reasonable terms and at sufficient levels to enable us to complete developmental activities, receive U.S. FDA approval and develop sufficient sales revenue and achieve profitable operations. Until sufficient financing has been received to complete our developmental activities, there exists substantial doubt as to our ability to continue as a going concern.

Off Balance Sheet Arrangements

None.

ITEM 5: LEGAL PROCEEDINGS:

Issuer has not become involved in any legal proceedings in addition to those already disclosed in a prior disclosure statement.

ITEM 6: DEFAULTS UPON SENIOR SECURITIES:

Issuer has not experienced any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer. Nor has issuer experienced any material arrearage in the payment of dividends, or any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the issuer.

ITEM 7: OTHER INFORMATION: Per the instructions, none applicable.

ITEM 8: EXHIBITS: Per the instruction, no exhibits are required here which have not already been described or attached in any prior disclosure statement.

ITEM 9: CERTIFICATIONS:

I, Andrew J. Whelan, certify that:

1. I have reviewed this quarterly disclosure statement dated September 30, 2011 of BioElectronics Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

IN WITNESS THEREOF, the undersigned has executed this Certification as of this 14th of November, 2011.

Certified By: /s/ Andrew J. Whelan,
Andrew J. Whelan
President, CEO and CFO

BioElectronics Corporation

(A Development Stage Company)

UNAUDITED FINANCIAL STATEMENTS

FOR THE THREE-MONTH AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2011

Unaudited condensed financial statements for BioElectronics Corporation for the three-month and nine-month periods ended September 30, 2011 have been prepared by management. Accordingly, the financial statements have not been audited, reviewed or compiled by independent auditors and do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

Trading Symbol: BIEL
CUSIP Number: 09062H108

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BioElectronics Corporation (A Development Stage Company)
Condensed Balance Sheets
(Unaudited)

	September 30, 2011	December 31, 2010
Assets		
Current assets:		
Cash and cash equivalents	\$ 54,840	\$ 26,389
Trade and other receivables, net	266,088	184,970
Trade receivable from related parties	-	-
Inventory	788,313	972,346
Prepaid expenses and other	34,130	99,570
Total current assets	1,143,371	1,283,275
Property and equipment	170,011	170,011
Less: Accumulated depreciation	(109,014)	(94,872)
Property and equipment, net	60,997	75,139
Total assets	\$ 1,204,368	\$ 1,358,414
Liabilities and stockholders' deficiency		
Current liabilities:		
Accounts payable	\$ 356,731	\$ 338,014
Related party notes payable	1,122,775	1,145,437
Accrued expenses	-	37,486
Deferred revenue	130,578	213,315
Notes payable	23,578	11,488
Total current liabilities	1,633,662	1,745,740
Long-term liabilities:		
Related party notes payable, net of discount	4,452,637	3,110,275
Total liabilities	6,086,299	4,856,015
Commitments and contingencies		
Stockholders' deficiency:		
Common stock, par value \$0.001 per share, 2,000,000,000 shares authorized at September 30, 2011 and December 31, 2010 and 1,733,748,871 and 1,546,648,871 shares issued and outstanding at September 30, 2011 and December 31, 2010, respectively	1,733,349	1,546,649
Additional paid-in capital	10,282,090	9,657,748
Deficit accumulated during the development stage	(16,897,370)	(14,701,998)
Total stockholders' deficiency	(4,881,931)	(3,497,601)
Total liabilities and stockholders' deficiency	\$ 1,204,368	\$ 1,358,414

BioElectronics Corporation (A Development Stage Company)
Condensed Statements of Operations
For Three and Nine Months Ended September 30, 2011 and 2010
and for the Period from April 10, 2000 (Inception) to September 30, 2011

	For the three months ended		For the nine months ended	
	September 30, 2011	September 30, 2010 (Restated)	September 30, 2011	September 30, 2010 (Restated)
Sales	\$ 42,810	\$ 79,758	\$ 737,339	\$ 693,005
Cost of Goods Sold	38,613	62,458	372,869	309,104
Gross profit	<u>4,197</u>	<u>17,300</u>	<u>364,470</u>	<u>383,901</u>
General and Administrative Expenses:				
Bad Debt Expense	-	-	-	-
Depreciation and Amortization	4,714	3,286	14,142	11,922
Investor Relations Expenses	130,000	17,313	273,893	71,923
Legal and Accounting Expenses	33,403	94,636	260,104	464,226
Sales Support Expenses	102,745	323,944	365,010	487,045
Other General and Administrative Expenses	<u>392,797</u>	<u>454,940</u>	<u>1,347,044</u>	<u>1,137,398</u>
Total General and Administrative Expenses	<u>663,659</u>	<u>894,119</u>	<u>2,260,193</u>	<u>2,172,514</u>
Loss from Operations	(659,462)	(876,819)	(1,895,723)	(1,788,613)
Interest Expense and Other, Net:				
Other Income	-	-	-	-
Interest Expense	(113,954)	(55,421)	(299,649)	(135,670)
Loss on Disposal of Assets	<u>-</u>	<u>-</u>	<u>-</u>	<u>(5,691)</u>
Total Interest Expense and Other, Net	<u>(113,954)</u>	<u>(55,421)</u>	<u>(299,649)</u>	<u>(141,361)</u>
Loss Before Income Taxes	<u>(773,416)</u>	<u>(932,240)</u>	<u>(2,195,372)</u>	<u>(1,929,974)</u>
Provision for Income Tax Expense	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net loss	<u>\$ (773,416)</u>	<u>\$ (932,240)</u>	<u>\$ (2,195,372)</u>	<u>\$ (1,929,974)</u>
Net loss Per Share - Basic and Diluted	<u>\$ (0.00)</u>	<u>(0.00)</u>	<u>\$ (0.00)</u>	<u>(0.00)</u>
Weighted Average Number of Shares Outstanding - Basic and Diluted	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

BioElectronics Corporation (A Development Stage Company)
Statement of Changes in Stockholders' Deficiency
For the Period from April 10, 2000 (Inception) to September 30, 2011

	Capital Stock		(Restated) Additional Paid-in Capital	(Restated) Deficit Accumulated During the Development Stage	Total
	Shares	Amount			
		\$	\$	\$	\$
Balance at April 10, 2000 (Inception)	-	-	-	-	-
Net Loss	-	-	-	(34,124)	(34,124)
Contribution of assets	-	-	8,000	-	8,000
Issuance of common stock for services rendered	22,150,000	22,150	(8,000)	(13,150)	1,000
Balance at December 31, 2000	22,150,000	22,150	-	(47,274)	(25,124)
Net Loss	-	-	-	-	-
Balance at December 31, 2001	22,150,000	22,150	-	(47,274)	(25,124)
Net Loss	-	-	-	-	-
Balance at December 31, 2002	22,150,000	22,150	-	(47,274)	(25,124)
Net Loss	-	-	-	(568,087)	(568,087)
Sale of common stock at \$.03 per share	3,950,000	3,950	112,100	-	116,050
Sale of common stock at \$.0496 per share	800,000	800	38,900	-	39,700
Sale of common stock at \$.35 per share	40,000	40	13,960	-	14,000
Balance at December 31, 2003	26,940,000	26,940	164,960	(615,361)	(423,461)
Net loss	-	-	-	(792,799)	(792,799)
Common stock dividend	15,800,577	15,800	-	(15,800)	-
Issuance of common stock for services rendered	2,245,649	2,246	110,036	-	112,282
Sale of common stock at \$.3540 per share	678,000	678	239,322	-	240,000
Sale of common stock at \$.4286 per share	149,333	149	63,851	-	64,000
Sale of common stock at \$.30 per share	83,333	83	24,917	-	25,000
Sale of common stock at \$.1475 per share	5,020,000	5,020	45,180	-	50,200
Balance at December 31, 2004	50,916,892	50,916	648,266	(1,423,960)	(724,778)
Net loss	-	-	-	(2,233,678)	(2,233,678)
Fair value of warrants issued in connection with financing arrangements	-	-	542,460	-	542,460
Issuance of convertible debt with beneficial conversion interest	-	-	422,324	-	422,324
Issuance of common stock for services rendered	2,128,000	2,128	205,043	-	207,171
Sale of common stock at \$.30 per share	3,420,000	3,420	1,022,580	-	1,026,000
Sale of common stock at \$.0833 per share	4,600,000	4,600	378,785	-	383,385
Sale of common stock at \$.0959 per share	800,000	800	75,912	-	76,712
Sale of common stock at \$.1475 per share	1,000,000	1,000	146,500	-	147,500
Balance at December 31, 2005 (As Restated)	62,864,892	62,864	3,441,870	(3,657,638)	(152,904)
Net loss	-	-	-	(3,185,522)	(3,185,522)
Issuance of convertible debt with beneficial conversion interest	-	-	88,214	-	88,214
Issuance of common stock for services rendered	7,099,856	7,100	433,481	-	440,581
Fair value of warrants issued in connection with financing arrangements	-	-	182,913	-	182,913
Sale of common stock at \$.1667 per share	240,000	240	39,760	-	40,000
Sale of common stock at \$.10 per share	400,000	400	39,600	-	40,000
Issuance of common stock for conversion of debt	5,000,000	5,000	495,000	-	500,000
Stock based compensation expense	-	-	72,703	-	72,703
Balance at December 31, 2006 (As Restated)	75,604,748	75,604	4,793,541	(6,843,160)	(1,974,015)
Net loss	-	-	-	(2,105,180)	(2,105,180)
Issuance of convertible debt with beneficial conversion interest	-	-	155,665	-	155,665
Issuance of common stock for services rendered	1,555,000	1,555	51,145	-	52,700
Sale of common stock at \$.035 per share	6,000,000	6,000	204,000	-	210,000
Sale of common stock at \$.04 per share	750,000	750	29,250	-	30,000
Sale of common stock at \$.0444 per share	1,125,000	1,125	48,875	-	50,000
Issuance of common stock for conversion of debt	33,366,847	33,367	1,470,471	-	1,503,838
Balance at December 31, 2007 (As Restated)	118,401,595	118,401	6,752,947	(8,948,340)	(2,076,992)
Net loss	-	-	-	(2,127,028)	(2,127,028)
Issuance of convertible debt with beneficial conversion interest	-	-	168,779	-	168,779
Issuance of common stock for services rendered	45,338,500	45,338	355,007	-	400,345
Sale of common stock at \$.035 per share	2,000,000	2,000	68,000	-	70,000
Sale of common stock at \$.0026 per share	8,500,000	8,500	14,000	-	22,500
Sale of common stock at \$.005 per share	5,000,000	5,000	20,000	-	25,000
Sale of common stock at \$.0032 per share	6,250,000	6,250	13,750	-	20,000
Sale of common stock at \$.00351 per share	5,700,000	5,700	14,300	-	20,000
Sale of common stock at \$.0035 per share	11,642,857	11,643	29,107	-	40,750
Issuance of common stock for conversion of debt	63,709,683	63,710	838,051	-	901,761
Balance at December 31, 2008 (As Restated)	266,542,635	\$ 266,542	\$ 8,273,941	\$ (11,075,368)	\$ (2,534,885)
Net loss	-	-	-	(634,091)	(634,091)
Issuance of convertible debt with beneficial conversion interest	-	-	6,000	-	6,000
Issuance of common stock for services rendered	149,051,667	149,052	93,845	-	242,897
Sale of common stock at \$.0030 per share	9,000,000	9,000	18,000	-	27,000
Sale of common stock at \$.0020 per share	15,000,000	15,000	15,000	-	30,000
Sale of common stock at \$.0017 per share	11,500,000	11,500	8,500	-	20,000
Sale of common stock at \$.0015 per share	16,666,667	16,667	8,334	-	25,001
Sale of common stock at \$.0012 per share	55,500,000	55,500	11,100	-	66,600
Sale of common stock at \$.0013 per share	16,750,000	16,750	4,850	-	21,600
Sale of common stock at \$.02 per share	7,500,000	7,500	142,500	-	150,000
Sale of common stock at \$.028 per share	5,357,142	5,357	144,643	-	150,000
Sale of common stock at \$.0444 per share	2,250,000	2,250	97,750	-	100,000
Sale of common stock at \$.05 per share	5,646,000	5,646	276,654	-	282,300
Issuance of common stock for conversion of debt	905,788,207	905,788	182,724	-	1,088,512
Issuance of common stock for warrant exercises	4,446,553	4,447	889	-	5,336
Balance at December 31, 2009 (As Restated)	1,470,998,871	\$ 1,470,999	\$ 9,284,730	\$ (11,709,459)	\$ (953,730)

BioElectronics Corporation (A Development Stage Company)
Statement of Changes in Stockholders' Deficiency
For the Period from April 10, 2000 (Inception) to September 30, 2011
(Continued)

	Capital Stock		(Restated) Additional Paid-in Capital	(Restated) Deficit Accumulated During the Development Stage	Total
	Shares	Amount			
Balance at December 31, 2009 (As Restated)	1,470,998,871	\$ 1,470,999	\$ 9,284,730	\$ (11,709,459)	\$ (953,730)
Net loss				(2,992,539)	(2,992,539)
Share-based compensation	9,950,000	9,950	326,768	-	336,718
Issuance of common stock for services rendered at \$.002250 per share	3,200,000	3,200	4,000	-	7,200
Issuance of common stock for services rendered at \$.00500 per share	2,500,000	2,500	10,000	-	12,500
Issuance of common stock for services rendered at \$.005250 per share	5,000,000	5,000	21,250	-	26,250
Issuance of common stock for conversion of debt at \$.0012 per share	55,000,000	55,000	11,000	-	66,000
Balance at December 31, 2010	1,546,648,871	\$ 1,546,649	\$ 9,657,748	\$ (14,701,998)	\$ (3,497,601)
Net loss				\$ (2,195,372)	(2,195,372)
Share-based compensation for nonvested share awards	-	-	225,562	-	225,562
Issuance of common stock for conversion of debt at \$.0012 per share	80,000,000	80,000	16,000	-	96,000
Issuance of common stock for services rendered at \$.0049 per share	1,200,000	1,200	4,680	-	5,880
Issuance of common stock for services rendered at \$.0049 per share	4,000,000	4,000	39,000	-	43,000
Issuance of common stock for services rendered at \$.00295 per share	20,000,000	20,000	15,600	-	35,600
Issuance of common stock for services rendered at \$.00650 per share	20,000,000	20,000	110,000	-	130,000
Issuance of common stock for cash at \$.00250 per share	10,000,000	10,000	15,000	-	25,000
Issuance of common stock for cash at \$.009091 per share	5,500,000	5,500	44,500	-	50,000
Issuance of common stock for cash at \$.00625 per share	8,000,000	8,000	42,000	-	50,000
Issuance of common stock for cash at \$.00500 per share	10,000,000	10,000	40,000	-	50,000
Issuance of common stock for cash at \$.00400 per share	12,500,000	12,500	37,500	-	50,000
Issuance of common stock for cash at \$.003226 per share	15,500,000	15,500	34,500	-	50,000
Balance at September 30, 2011	1,733,348,871	\$ 1,733,349	\$ 10,282,090	(16,897,370)	\$ (4,881,931)

BioElectronics Corporation (A Development Stage Company)
Condensed Statements of Cash Flows
For the Nine Months Ended September 30, 2011 and 2010 and for the
Period from April 10, 2000 (Inception) to September 30, 2011
(Unaudited)

	2011	(Restated) 2010	April 10, 2000 (Inception) to September 30, 2011
Cash flows from Operating Activities:			
Net loss	\$ (2,195,372)	\$ (1,929,974)	\$ (16,897,370)
Adjustment to Reconcile Net Loss to Net Cash Used In Operating Activities:			
Depreciation and amortization	14,142	11,286	126,441
Provision for bad debts	-	-	221,610
Amortization of non-cash debt issuance costs	-	-	725,373
Amortization and extinguishment of beneficial conversion discount	20,509	19,761	778,524
Non-cash expenses	-	-	1,503,499
Share-based compensation expense	440,042	206,695	849,463
Non-cash interest related to notes payable	-	-	592,418
Non-cash interest related to related party notes payable	279,070	112,202	552,951
Adjustment of related party notes payable	-	-	(266,490)
Amortization of loan costs	-	-	129,852
Increase in related party notes payable for services rendered	52,121	178,786	903,984
Loss on disposal of property and equipment	-	5,691	41,543
 Changes in Assets and Liabilities			
(Increase) Decrease in:			
Trade and other receivables	(81,118)	435,794	(487,698)
Trade receivables assigned to related party	-	(530,938)	-
Inventory	184,033	(691,005)	(788,313)
Trade receivable from related parties	-	111,326	-
Prepaid expenses and others	78,823	35,720	15,256
Increase (Decrease) in:			
Accounts payable	18,717	157,764	496,979
Accrued expenses	(37,486)	213,429	208,442
Deferred revenue	(82,737)	(29,288)	130,578
Net cash used in operating activities	(1,309,256)	(1,692,751)	(11,162,958)
 Cash flows from Investing Activities			
Acquisition of property and equipment	-	(31,440)	(211,564)
Net cash Used in Investing Activities	-	(31,440)	(211,564)
 Cash flows from Financing Activities			
Proceeds from note payable, net of loan costs of \$10,000	-	-	1,090,148
Payments on note payable	(1,293)	(6,043)	(554,026)
Proceeds from related party notes payable	1,069,000	1,421,600	7,984,193
Proceeds from financing of receivables with related party	-	116,978	-
Payments on related party notes payable	(5,000)	-	(979,803)
Payments for financing of receivables with related party	-	(49,020)	-
Proceeds from issuance of common stock	275,000	-	3,898,837
Other	-	-	(9,987)
Net cash provided by financing activities	1,337,707	1,483,515	11,429,362
 Net increase (Decrease) in cash	28,451	(240,676)	54,840
Cash- Beginning of Period	26,389	296,352	-
Cash- End of Period	\$ 54,840	\$ 55,676	\$ 54,840
 Supplemental Disclosures of Cash Flow Information:			
Cash paid during the periods for:			
Interest	\$ -	\$ 4,054	\$ 66,632
 Supplemental Schedule of Non-Cash Investing and Financing Activities:			
Conversion of debt and accrued interest into common stock	\$ 96,000	\$ -	3,471,625
Issuance of convertible debt with beneficial conversion interest	\$ -	\$ 7,200	840,982
Conversion of warrants into common stock	\$ -	\$ -	\$ 5,336
Prepaid insurance expense through issuance of notes	\$ 24,871	\$ 12,925	\$ 24,142
Equipment purchases financed through capital leases and notes payable	\$ -	\$ -	\$ 9,986

NOTE 1- NATURE OF BUSINESS

BioElectronics Corporation was incorporated in April 2000 and began employee-based operations in 2003. BioElectronics Corporation (the “Company”) is the maker of inexpensive, drug-free, anti-inflammatory medical devices and patches – its primary SIC code is 3845. The Company's wafer thin patches contain an embedded microchip and battery that deliver pulsed electromagnetic energy, a clinically proven and widely accepted anti-inflammatory and pain relief therapy that heretofore has only been possible to obtain from large, facility-based equipment. BioElectronics markets and sells its current products under the brand names ActiPatch®, Allay™ and RecoveryRx™.

The dermal patch delivery system creates a multitude of new product opportunities for chronic and acute inflammatory conditions. The market potential is estimated at \$10 billion or 400 million incidents worldwide. The distinctive value proposition of the device is the delivery of drug-free therapy that reduces pain and inflammation and accelerates healing by 30% to 50% when compared with the present standard methods of patient care. The current major applications are:

- Medical Surgeries
- Chronic Wounds
- Oral Surgeries
- Sprains and Strains
- Lower Back Pain
- Chronic Repetitive Stress Injuries, Heel Pain, Carpal Tunnel, Bursitis, etc.

The Company was granted its first approval from the FDA under a 510(k) in August 2002. Prior to FDA approval and the establishment of its research and development group, PAW, LLC (an entity owned by the family of Andy Whelan, President) funded the operations and costs of product development.

In December 2004, the Company received ISO and CE (European Common Market) certification. In 2005, Health Canada approved ActiPatch® Therapy for the relief of pain in musculoskeletal complaints.

In early 2008, the Company redesigned its product and manufacturing process and established new disease specific products and distinct medical and retail product lines. It also shifted its attention to international sales.

The accompanying financial statements are those of a development stage company. The Company is currently engaged in and devotes considerable time to planning, developing and testing Infomercials, product design changes, establishing sources of material supply and manufacturing subcontractors, recruiting distributors and establishing a market presence for its product.

The Company has focused attention on international customers to expand its distributions and sales. The Company has established distribution agreements with distributors in Korea, Singapore, Malaysia, Canada, Columbia, Italy, Scandinavia, Saudi Arabia, Japan, Benelux, the Balkans, Austria, Australia, China and South America. The distribution agreements grant the right to sell BioElectronics' products in certain territories. The distributors are responsible for advertising and promotion in their assigned territories. In addition, the distributors are subject to minimum annual product purchases, minimum initial purchases and minimum inventory requirements.

NOTE 2 BASIS OF PRESENTION

The unaudited condensed financial statements included herein have been prepared by BioElectronics Corporation (the “Company”, “we” or “us”), a Maryland corporation without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state such information. All such adjustments are of a normal recurring nature. Although the Company believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such rules and regulations.

The year-end condensed balance sheet data were derived from the 2010 annual financial statements but do not include all disclosures required by accounting principles generally accepted in the United States of America. Certain reclassifications were made to the prior year financial statement amounts to conform to current year presentation. These financial statements should be read in conjunction with the 2010 unaudited financial statements and accompanying notes.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DEVELOPMENT STAGE COMPANY

As defined by ASC Topic 915, “Development Stage Entities”, the Company is devoting substantially all of its present efforts to developing its business. Additionally, the Company has not yet commenced one of its planned principal activities, the sales of products in the U.S. retail market. All losses accumulated since inception have been considered as part of the Company’s development stage activities. Costs of start-up activities, including organizational costs, are expensed as incurred.

TRADE RECEIVABLES

The Company maintains reserves on customer accounts where estimated losses may result from the inability of its customers to make required payments. These reserves are determined based on a number of factors, including the current financial condition of specific customers, the age of trade and other receivable balances and historical loss rate. The allowance for doubtful accounts was \$30,000 at both September 30, 2011 and December 31, 2010. Bad debt expense was \$-0- for the three and nine months ended September 30, 2011 and September 30, 2010.

ADVERTISING COSTS

The Company expenses the costs associated with advertising as incurred. Costs incurred to fund the production of advertisements, including Infomercials, are reported as a prepaid expense if the related advertisement has not yet been broadcast. Advertising expenses for the nine months ended September 30, 2011 and 2010 are \$56,554 and \$46,100, respectively, and are included in other general and administrative expenses in the statements of operations. Prepaid advertising costs are amortized on a straight-line basis over a one year period beginning on the date the advertisements are aired.

As of September 30, 2011 and December 31, 2010, total advertising costs included in prepaid expenses on the balance sheets were \$3,869 and \$46,450, net of accumulated amortization of \$80,880 and \$38,299, respectively. Total amortization expense included in advertising costs for the nine months ended September 30, 2011 and 2010, and for the period from inception (April 10, 2000) through September 30, 2011, was \$42,581, \$20,980, and \$80,880, respectively.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

REVENUE RECOGNITION

The Company sells its products to wholesale distributors and directly to hospitals and clinics. Revenue is recognized when evidence of an arrangement exists, pricing is fixed and determinable, collection is reasonably assured, and shipment has occurred. Payment is due on a net basis in 30 days. If the customer is deemed not credit worthy, payment in advance is required. Payments received in advance of when revenue is recognized are recorded as deferred revenue on the balance sheets and recognized as revenue when the goods are shipped and all other general revenue recognition criteria have been met. The Company's agreement with customers includes a right of return, but the return history of products is immaterial. No allowance for sales returns is required for the nine months ended September 30, 2011 and 2010. Defective units are replaced at the request of the customer.

ISSUANCE OF STOCK FOR NON-CASH CONSIDERATION

All issuances of the Company's stock for non-cash consideration have been assigned a per share amount determined with reference to the value of consideration received, which has been determined to be a more readily determinable fair value than the fair value of the common stock. The majority of the non-cash consideration pertains to services rendered by consultants and vendors. The fair value of the services received was used to record the related expense in the statement and fair value attributed to the shares issued.

The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of ASC Topic 505-50, "Equity-Based Payments to Non-Employees. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete.

NOTE 4 – GOING CONCERN

The Company's financial statements have been prepared on a going concern basis which contemplates the realization of assets and the liquidation of liabilities in the ordinary course of business. The Company has incurred substantial losses from operations. The Company sustained a net loss of approximately \$2,195,000 for the nine months ended September 30, 2011. The Company is currently seeking financing to provide the needed funds for operations. However, the Company can provide no assurance that it will be able to obtain the financing it needs to continue its efforts for market acceptance, U.S. FDA approval and to maintain operations and alleviate doubt about its ability to continue as a going concern.

NOTE 5 - INVENTORY

The components of inventory consisted of the following as of:

	September 30, 2011	December 31, 2010
Raw materials	\$ 467,268	\$ 432,869
Prepaid inventory	9,459	121,360
Finished goods	311,586	418,117
	<u>\$ 788,313</u>	<u>\$ 972,346</u>

NOTE 6 – PROPERTY AND EQUIPMENT

Property and equipment consists of the following at:

	September 30, 2011	December 31, 2010
Machinery & Equipment	\$ 163,129	\$ 163,129
Leasehold improvements	6,882	6,882
	170,011	170,011
Less: accumulated depreciation	109,014	94,872
Total property and equipment, net	<u>\$ 60,997</u>	<u>\$ 75,139</u>

Depreciation expense on property and equipment amounted to \$14,142 and \$11,922 for the nine months ended September 30, 2011 and September 30, 2010, respectively.

NOTE 7 – RELATED PARTY NOTES PAYABLE

IBEX Revolver Agreement

IBEX, LLC is a limited liability company, whose President is the daughter of the President of the Company. On January 1, 2005, the Company entered into an unsecured revolving convertible promissory note agreement (“the Revolver”) with IBEX, LLC (“IBEX”) a related party, for a maximum limit of \$2,000,000, with interest at the Prime Rate plus 2%, and all accrued interest and principal due on or before January 1, 2015, whether by the payment of cash or by conversion into shares of the Company’s common stock.

The IBEX revolving convertible promissory note states the initial conversion price is \$0.05 per share subject to adjustments for a) stock dividends or other distributions and subdividing or combining its common stock or common stock equivalents, b) sales or issuances of common stock or common stock equivalents at less than market value, defined as the average of the daily closing price for the 10 trading days before the market value date. The closing price is the last sale price, regular way, or the average of last bid and ask price, regular way, if there are no reported sales during that period on exchanges where shares are admitted to trading or listed, and if not available, the fair market price as reasonably determined by the Board of Directors, or c) if the Company issues shares of common stock to the holder which are not freely transferable at the time of issuance, in lieu of payment of indebtedness, the conversion price shall be discounted to reflect such restriction.

Any discount will be negotiated on a case by case basis between the holder and the Company to reflect current market conditions and both parties must expressly accept the discounted conversion price.

The conversion price on the related party convertible notes payable discussed below and the individual advances under the IBEX revolving convertible promissory note has generally been 50% or less of the pink sheet closing price of the common stock on the date the notes or advances are issued to reflect the restricted nature of the stock into which the notes could be converted and the Board of Directors’ belief that the closing stock price is not reflective of the fair market value of the common stock due to the price volatility, lack of an active market for trading shares resulting in limited trading volume of share transactions. The Board of Directors is active in negotiating conversion prices for each issuance and takes into consideration all information in establishing the issuance date fair market value.

NOTE 8 – RELATED PARTY NOTES PAYABLE (CONTINUED)

IBEX Revolver Agreement (continued)

During the nine months ended September 30, 2011, IBEX converted \$96,000 of the Revolver's outstanding balance and received 80,000,000 shares of the Company's common stock at a conversion price of \$0.0012 per share. The balance of the Revolver as of September 30, 2011 and December 31, 2010 was \$1,179,488 and \$1,206,981, respectively, net of unamortized discount from beneficial conversion feature of \$62,458 and \$82,972, respectively.

IBEX Promissory Convertible Notes Payable

In addition to the Revolver as described above, beginning on August 1, 2009, the Company started entering into convertible promissory note agreements with IBEX with simple interest at 8% per annum. Below is a table that provides a summary of the range of issuance dates, maturity dates, principal and accrued interest outstanding at September 30, 2011, average conversion price per share and the number of shares to be issued upon conversion.

Issuance Dates Ranging from	Maturity Dates Ranging from	Amounts Convertible			Average Conversion Price/Share	Shares to be Issued	
		Principal	Interest	Total			
8/1/2009 to 8/17/2011	04/30/2012 to 3/31/2014	8.00%	\$ 2,688,253	\$ 277,103	\$ 2,965,354	0.0075	394,684,615

During the three and nine months ended September 30, 2011, the Company borrowed \$89,000 and \$570,000, respectively, through additional promissory notes with IBEX. All accrued interest and principal on the various notes payable are due on or before the end of the month two years from the date of issuance (e.g. August 31, 2011), whether by the payment of cash or by conversion into shares of the Company's common stock. According to the original Security Agreement dated August 1, 2009, the Company grants IBEX a security interest in, all of the right, title, and interest of the Company, in and to all of the Company's personal property and intellectual property, and all proceeds or replacements as collateral for the convertible promissory note agreements.

Total interest expense, including amortization of the discount, incurred on the IBEX Revolver and IBEX convertible promissory notes payable for the nine months ended September 30, 2011 and 2010 was \$85,198 and \$54,222 respectively. For the three months ended September 30, 2011 and 2010, interest expense was \$226,292 and \$133,585, respectively.

Other Related Party Loans

The Company has entered into convertible promissory note agreements with various other related parties of the Company. During the three months ended September 30, 2011 the Company borrowed \$80,000 from the the President/CEO of the Company. During the nine months ended September 30, 2011, the Company borrowed a total of \$1,068,541, consisting of cash as well as the conversion of accounts payable of \$52,121 owed to one of the related parties for reimbursement of expenses and services rendered.

Each of the promissory notes bears simple interest at 8% per annum, and all accrued interest and principal is due on the maturity date. At the option of the holder, the promissory notes are convertible into common shares of the Company's stock at a conversion rate equal to the quotient of (i) a sum equal to the entire outstanding principal and interest, divided by (ii) the conversion price indicated in the table on the following page.

NOTE 8 – RELATED PARTY NOTES PAYABLE (CONTINUED)

Other Related Party Loans (continued)

The following table is a summary of the promissory notes issuance date, maturity date, principal balance, accrued interest, and number of shares which the debt can be converted to as of September 30, 2011:

Maturity Dates Ranging from	Maturity Dates Ranging from	Amounts Convertible			Average Conversion Price/Share	Shares to be Issued	Lender
		Principal	Interest	Total			
6/30/2010 to 9/16/2011	5/31/2012 to 9/30/2013	\$ 986,688	\$ 59,477	\$ 1,046,165	\$ 0.0041	253,631,057	President/Shareholder
11/9/2010 to 12/9/2010	11/30/2012 to 12/31/2012	103,333	7,105	110,438	0.0047	23,541,287	Board Chairman
8/9/2010 to 12/31/2010	8/31/2012 to 12/31/2012	252,095	21,872	273,967	0.0057	48,462,384	Other Related Parties
		<u>\$ 1,342,116</u>	<u>\$ 88,454</u>	<u>\$ 1,430,570</u>	<u>\$ 0.0044</u>	<u>325,634,728</u>	

Other related parties consist of Robert Whelan, the son, and Janel Zaluski, a daughter of the President of the Company. Additionally, St. Johns, LLC is a limited liability company, which is owned by family members of the President of the Company. Richard Staelin is a member of the Board of Directors and Chairman of the Board.

Similar to the IBEX promissory convertible notes, the conversion prices per the terms of the note agreements are based upon the fair market value of the OTC closing price of the Company's stock as of the date of issuance discounted based on the factors previously discussed in the disclosures related to the IBEX Revolver and promissory convertible notes. Accordingly, there have been no beneficial conversion features contained in the convertible promissory note agreements issued during the nine months ended September 30, 2011.

Interest expense incurred on the other related party notes payable for the three and nine months ended September 30, 2011 totaled \$73,297 and \$28,756, respectively. Interest expense incurred on the other related party notes payable for the three and nine months ended September 30, 2010 totaled \$1,199 and 2,085, respectively.

NOTE 9 – INSURANCE PREMIUM FINANCING

During 2010, the Company entered into an insurance premium financing agreement with an independent company to purchase insurance policies for directors' and officers' liability, general liability and product liability. The annual interest rate was 5.51% as of September 30, 2011 and December 31, 2010. The remaining balance of the amount financed was \$11,468 as of December 31, 2010, which was paid during the nine months ended September 30, 2011. In June of 2011 an additional amount of premiums was financed totaling \$24,871, with annual interest rate of 5.51% with a corresponding amount recorded as prepaid expense. The interest expense for this note was \$400 and \$800, respectively, for the three and nine months ended September 30, 2011. The outstanding note payable balance of \$23,578, plus accrued interest, is due in full on June 30, 2012.

NOTE10 – LOSS PER SHARE

The following table sets forth the computation of basic and diluted share data:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Common Stock:				
Weighted Average Number of Shares Outstanding - Basic	1,693,515,538	1,499,448,871	1,651,782,204	1,481,415,538
Effect of Dilutive Securities:				
Options and Warrants		-		-
Weighted Average Number of Shares Outstanding - Diluted	1,693,515,538	1,499,448,871	1,651,782,204	1,481,415,538
Options and Warrants Not Included Above (Antidilutive)				
Nonvested Restricted Share Awards	8,299,667	10,000,000	47,833,001	76,550,000
Options to Purchase Common Stock	-	-	-	350,000
Warrants to Purchase Common Stock	-	-	-	332,000
	<u>8,299,667</u>	<u>10,000,000</u>	<u>47,833,001</u>	<u>77,232,000</u>

NOTE 11 – SHARE BASED COMPENSATION

On November 30, 2004, as amended March 22, 2005, the Company adopted the BioElectronics Equity Incentive Plan ("the Plan"), for the purpose of providing incentives for officers, directors, consultants and key employees to promote the success of the Company, and to enhance the Company's ability to attract and retain the services of such persons.

As of September 30, 2011, the Company had -0- shares available for future grant under the Plan.

Stock Option Awards

On September 1, 2011, the Company granted stock options to a third party vendor with a grant date fair value of \$0.005 per share. The exercise price is \$0.005 per share with a term of ten years and a three year vesting period, with one-third of the options vesting on each anniversary date after the initial date of grant. The option awards were granted with an exercise price equal to the Company's closing bid price on the Over-the-Counter Pink Sheets on the date of grant, discounted fifty percent for lack of marketability, which was deemed to be fair value.

Below is a summary table of the options granted and the weighted-average grant date fair value during the three and nine months ended September 30, 2011:

<u>Stock options</u>	<u>Shares</u>	<u>Weighted- average grant date fair value</u>
Balance at December 31, 2010	-	\$ -
Granted	24,000,000	0.0050
Vested	-	-
Forfeited	-	-
Balance at September 30, 2011	<u>24,000,000</u>	<u>\$ 0.0050</u>

NOTE 11 – SHARE BASED COMPENSATION (CONTINUED)

Stock Option Awards (continued)

Compensation expense related to the stock options during the three and nine months ended September 30, 2011 was \$9,925 and 13,233, respectively.

The maximum amount of compensation cost related to the options the Company will have to recognize over a 2.67 year weighted-average period is approximately \$105,865.

Nonvested Restricted Share Awards

In prior years, the Company also issued nonvested restricted share awards to directors, consultants and employees. The nonvested restricted share awards vest over a three year period based on the requisite service period. Compensation expense related to the fair value of these awards is recognized straight-line over the requisite service period based on those restricted stock grants that ultimately vest. The fair value of grants is measured by the market price of the Company's common stock on the date of grant discounted by 50 percent based on the restricted nature of the stock, the volatility in the market and other variables taken into account by the Board of Directors in determining the fair value of the restricted share awards. Restricted stock awards generally vest ratably over the service period beginning with the first anniversary of the grant date. After shares are vested, they will be issued upon the request of the grantee.

A summary of the status of the Company's nonvested shares granted to employees as of September 30, 2011, and changes during the nine months ended September 30, 2011, is as follows:

<u>Nonvested shares</u>	<u>Shares</u>	<u>Weighted- average grant date fair value</u>
Balance at December 31, 2010	59,900,000	\$ 0.0122
Granted	12,233,000	0.0078
Vested	(5,033,333)	0.0212
Forfeited	(19,266,666)	0.0111
Balance at September 30, 2011	<u>47,833,001</u>	<u>\$ 0.0102</u>

Total compensation cost related to the restricted stock awards granted to employees was \$27,715 and \$143,544 for the three and nine months ended September 30, 2011, respectively. Total compensation cost related to the restricted stock awards granted to employees was \$60,299 and \$153,197 for the three and nine months ended September 30, 2010, respectively. For the three and nine months ended September 30, 2011, \$-0- and \$9,416, respectively, of the compensation cost was recorded in Sales Support expense, with the remainder recorded in Other General and Administrative expense on the accompanying condensed statements of income

The maximum amount of compensation cost related to unvested equity-based compensation awards in the form of service-based restricted shares to employees that the Company will have to recognize over a 3.08 year weighted-average period is approximately \$100,730.

NOTE 11 – SHARE BASED COMPENSATION (CONTINUED)

Nonvested Restricted Share Awards (continued)

Total compensation cost related to the restricted stock awards granted to Non-employees was \$22,928 for the three months ended September 30, 2011 and 2010, and \$68,784 and 53,498 for the nine months ended September 30, 2011 and 2010, respectively.

A summary of the status of the Company's nonvested shares granted to Non-employees as of September 30, 2011, and changes during the nine months ended September 30, 2011, is as follows:

<u>Nonvested shares</u>	<u>Shares</u>	<u>Weighted- average grant date fair value</u>
Balance at December 31, 2010	15,200,000	\$ 0.0181
Granted	-	-
Vested	(5,066,667)	0.0181
Forfeited	-	-
Balance at September 30, 2011	<u>10,133,333</u>	<u>\$ 0.0181</u>

The maximum amount of compensation cost related to unvested equity-based compensation awards in the form of service-based restricted shares to non-employees that the Company will have to recognize over a 1.5 year weighted-average period is approximately \$97,433.

Common Stock Issued for Services

On April 1, 2011 the Company issued 5,200,000 shares of common stock for services rendered valued at \$25,480 which was recorded as part of Investor Relations expense in the accompanying condensed statements of operations for the three and nine months ended September 30, 2011. These shares were value at \$0.049 per share, which represents the fair value of the services provided.

On April 19, 2011 the Company issued 20,000,000 shares of common stock for services rendered valued at \$59,000, which was recorded as part of Other General and Administrative expense in the accompanying condensed statements of operations for the three and nine months ended September 30, 2011. These shares were value at \$0.0295 per share, which represents the fair value of the services provided.

On August 5, 2011 the Company issued 20,000,000 shares of common stock for services rendered valued at \$130,000, which was recorded as part of Other General and Administrative expense in the accompanying condensed statements of operations for the three and nine months ended September 30, 2011. These shares were value at \$0.065 per share, which represents the fair value of the services provided.

Compensation cost related to the shares issued to consultants for services rendered were recorded based on the fair value of the services performed, as that fair value was deemed to be more readily available than the fair value of the common stock. In determining the number of shares to issue for the services rendered that was considered reasonable by the Board of Directors, the Company and the Board of Directors utilized the process in place for issuing shares upon conversion of convertible debt described previously.

NOTE 11 – SHARE BASED COMPENSATION (CONTINUED)

Common Stock Issued for Services (continued)

Where the Company issues fully vested, non-forfeitable shares of common stock that are not freely transferable at the time of issuance, in lieu of payment for services in cash, the number of shares to be issued are based on the invoice price of the services rendered and the estimated fair value of the shares traded on the OTC pink sheet market discounted to reflect the restriction on the shares issued for the services rendered.

NOTE 12 – INCOME TAXES

The Company has not provided for income tax expense for the nine months ended September 30, 2011 because of a significant net operating loss carry-forward of approximately \$7.0 million. A full valuation allowance has been recorded against the deferred tax asset resulting from the benefits associated with the net operating loss carry-forward.

NOTE 13 – FAIR VALUE MEASUREMENTS

The Company's financial instruments consist primarily of cash, trade and other receivables, accounts payable, accrued liabilities, loans and notes payable. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments. The estimated fair value is not necessarily indicative of the amounts the Company would realize in a current market exchange or from future earnings or cash flows. The Company adopted ASC Topic 820-10, "Fair Value Measurements and Disclosures", which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard provides a consistent definition of fair value which focuses on an exit price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The standard also prioritizes, within the measurement of fair value, the use of market-based information over entity specific information and establishes a three-level hierarchy for fair value measurements based on the nature of inputs used in the valuation of an asset or liability as of the measurement date.

The three-level hierarchy for fair value measurements is defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets
- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability other than quoted prices, either directly or indirectly including inputs in markets that are not considered to be active
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement

An investment's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

NOTE 14 – COMMITMENTS AND CONTINGENCIES

LITIGATION

General

In the ordinary course of conducting its business, the Company may become involved in various legal actions and other claims, some of which are currently pending. Litigation is subject to many uncertainties and management may be unable to accurately predict the outcome of individual litigated matters. Some of these matters may possibly be decided unfavorably towards the Company.

The Company is involved, on a continuing basis, in monitoring our compliance with environmental laws and in making capital and operating improvements necessary to comply with existing and anticipated environmental requirements. While it is impossible to predict with certainty, management currently does not foresee such expenses in the future as having a material effect on the business, results of operations, or financial condition of the Company.

NOTE 15 – RELATED PARTY TRANSACTIONS

In addition to the related party transactions disclosed in Note 6, BioElectronics signed a distribution agreement on February 9, 2009 with eMarkets Group, LLC (eMarkets) a company owned and controlled by a member of the board of directors and sister of the company's president. The agreement provides for eMarkets to be the exclusive distributor of the veterinary products of the Company to customers in certain countries outside of the United States for a period of three years. The distribution agreement lists the prices to be paid for the company's products by eMarkets and provides for the company to provide training and customer support at its own cost to support the distributor's sales function.

Sales transactions to eMarkets recognized for the three months ended September 30, 2011 and 2010 include \$980 and \$370 in sales, respectively and \$393 and \$172, in costs of goods sold, respectively. Sales transactions to eMarkets recognized for the nine months ended September, 2011 and 2010 include and \$214,767 and \$2,257 in sales, respectively and \$78,027 and \$906, in costs of goods sold, respectively. The balance due from eMarkets was \$24,093 and \$-0- at September 30, 2011 and December 31, 2010, respectively.

NOTE 16 – CONCENTRATIONS

For the three and nine months ended September 30, 2011, 29% and 74%, respectively, of sales revenue were from one and four customers, respectively. As of September 30, 2011, \$246,264 of the accounts receivable balance was from four customers.

For the three months ended September 30, 2011, 91% of raw materials inventory purchases were from two vendors. For the nine months ended September 30, 2011, 81% of raw materials inventory purchases were from four vendors.