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

(Mark One)

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2009

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

For the transition period from _____ to _____

Commission file number 0-15888

IGENE Biotechnology, Inc.
(Exact name of registrant as specified in its charter)

Maryland	52-1230461
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

9110 Red Branch Road, Columbia, Maryland 21045-2024
(Address of principal executive offices)

(410) 997-2599
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No _____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	_____	Accelerated filer	_____
Non-accelerated filer	_____	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes _____ No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:
1,518,503,841 shares of common stock, par value $.01, as of May 10, 2009.

IGENE Biotechnology, Inc.

FORM 10-Q

TABLE OF CONTENTS

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Balance Sheets

	March 31, 2009 (Unaudited)	December 31, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 937,558	$ 1,488,011
Accounts receivable	1,117,092	1,045,767
Inventory	1,558,084	2,398,520
Due from NaturXan	453,419	---
Prepaid expenses and other current assets	69,042	23,702
TOTAL CURRENT ASSETS	4,135,195	4,956,000
Property and equipment, net	969,537	831,838
5 year non-compete (net of amortization of $38,495 and $30,796, respectively)	115,482	123,181
Intellectual property	149,670	149,670
Other assets	5,125	5,125
TOTAL ASSETS	$ 5,375,009	$ 6,065,814
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 1,170,829	$ 2,849,455
Guarantee in debt of NaturXan	234,210	---
TOTAL CURRENT LIABILITIES	1,405,039	2,849,455
LONG-TERM DEBT		
Notes payable (net of unamortized discount)	353,598	353,598
Contingent liability on joint venture separation	5,000,000	5,000,000
Accrued interest	314,345	307,247
REDEEMABLE PREFERRED STOCK		
Carrying amount of redeemable preferred stock, 8% cumulative, convertible, voting, series A, $.01 par value per share. Stated value was $21.12 and $20.96, respectively. Authorized 1,312,500 shares; issued and outstanding 11,134 shares.	235,150	233,377
TOTAL LIABILITIES	7,308,132	8,743,677
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIENCY		
Common stock --- $.01 par value per share. Authorized 3,000,000,000 shares; issued and outstanding 1,518,503,841 shares.	15,185,038	15,185,038
Additional paid-in capital	34,885,649	34,885,649
Accumulated deficit	(51,998,029)	(52,730,767)
Other comprehensive income	(5,781)	(17,783)
TOTAL STOCKHOLDERS' DEFICIENCY	(1,933,123)	(2,677,863)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	$ 5,375,009	$ 6,065,814

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Statements of Operations
(Unaudited)

	Three months ended	
	March 31, 2009	March 31, 2008
REVENUE		
Sales	$ 1,241,785	$ 2,871,502
Cost of sales	945,185	2,367,410
GROSS PROFIT	296,600	504,092
LOSS OF JOINT VENTURE	(234,210)	---
OPERATING EXPENSES		
Marketing and selling	106,110	298,298
Research, development and pilot plant	461,175	350,104
General and administrative	232,656	177,110
Less operating expenses reimbursed by Joint Venture	(453,419)	---
TOTAL OPERATING EXPENSES	346,522	825,512
OPERATING LOSS	(284,132)	(321,420)
OTHER INCOME	1,025,741	2,040
INTEREST EXPENSE (including amortization of debt discount of $351,695 in 2008)	(8,871)	(550,852)
NET INCOME (LOSS)	$ 732,738	$ (870,232)
Other comprehensive income		
Foreign exchange translation	12,002	219,856
TOTAL COMPREHENSIVE INCOME (LOSS)	$ 744,740	$ (650,376)
BASIC AND DILUTED NET INCOME (LOSS) PER COMMON SHARE	$ 0.00	$ (0.01)
WEIGHTED AVERAGE SHARES OUTSTANDING	1,518,503,841	110,337,072

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Statement of Stockholders' Deficiency
(Unaudited)

	Common Stock (shares/amount)		Additional Paid-in Capital	Accumulated Deficit	Other Comprehensive Income	Total Stockholders' Deficiency
Balance at December 31, 2008	1,518,503,841	$15,185,038	$ 34,885,649	$(52,730,767)	$ (17,783)	$ (2,677,863)
Gain due to currency translation	---	---	---	---	12,002	12,002
Net income for the three months ended March 31, 2009	---	---	---	732,738	---	732,738
Balance at March 31, 2009	1,518,503,841	$15,185,038	$ 34,885,649	$(51,998,029)	$ (5,781)	$ (1,933,123)

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Consolidated Statements of Cash Flows
(Unaudited)

	Three months ended March 31, 2009	March 31, 2008
Cash flows from operating activities		
Net income (loss)	$ 732,738	$ (870,232)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Amortization of debt discount	---	351,695
Depreciation	42,035	2,720
Increase in preferred stock for cumulative dividend classified as interest	1,773	1,781
Amortization of customer contracts and non-compete	7,699	66,113
Loss of joint venture	234,209	---
Gain on forgiveness of debt	(1,025,741)	---
Decrease (increase) in:		
Accounts receivable	(71,325)	1,246,188
Inventory	840,436	2,098,682
Prepaid expenses and other current assets	(45,340)	31,203
Increase (decrease) in		
Accounts payable and accrued expenses	(645,786)	(978,969)
Net cash provided by operating activities	70,698	1,949,181
Cash flows from investing activities		
Purchase of equipment	(179,734)	(157,071)
Advances to Joint Venture	(453,419)	---
Net cash used in investing activities	(633,153)	(157,071)
Cash flows from financing activities		
Proceeds from issuance of convertible debentures	----	----
Repayment of convertible debentures	----	----
Net cash provided by financing activities	----	----
Gain due to currency translation	12,002	219,856
Net increase (decrease) in cash and cash equivalents	(550,453)	2,011,966
Cash and cash equivalents at beginning of period	1,488,011	1,026,350
Cash and cash equivalents at end of period	$ 937,558	$ 3,038,316
Supplementary disclosure and cash flow information		
Cash paid for interest	$ ----	$ ----
Cash paid for income taxes	----	----

See Note (2) for non-cash investing and financing activities.

The accompanying notes are an integral part of the financial statements.

IGENE Biotechnology, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(Unaudited)

(1) Unaudited Consolidated Financial Statements

The March 31, 2009 consolidated financial statements presented herein are unaudited, and in the opinion of management, include all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of financial position, results of operations and cash flows. Such financial statements do not include all of the information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America. This quarterly report on Form 10-Q should be read in conjunction with the Annual Report on Form 10-K for IGENE Biotechnology, Inc. ("Igene") the year ended December 31, 2008. The December 31, 2008 consolidated balance sheet is derived from the audited balance sheet included therein.

(2) Nature of Operations

IGENE Biotechnology, Inc. ("Igene" or the "Company") was incorporated in the State of Maryland on October 27, 1981 to develop, produce and market value-added specialty biochemical products. Igene is a supplier of natural astaxanthin, an essential nutrient in different feed applications and a source of pigment for coloring farmed salmon species. Igene is also venturing to supply astaxanthin as a nutraceutical ingredient. Igene is focused on research and development in the areas of fermentation technology, nutrition and health and the marketing of products and applications worldwide. Igene is the developer of AstaXin®, a natural astaxanthin product made from yeast, which is used as a source of pigment for coloring farmed salmonids.

Igene has devoted its resources to the development of proprietary processes to convert selected agricultural raw materials or feedstocks into commercially useful and cost effective products for the food, feed, flavor and agrochemical industries. In developing these processes and products, Igene has relied on the expertise and skills of its in-house scientific staff and, for special projects, various consultants.

In 2000, Igene formed a wholly-owned subsidiary, Igene Chile Comercial, Ltda., in Chile. The subsidiary has a sales and customer service office in Puerto Varas, Chile, and a product warehouse in Puerto Montt, Chile.

In an effort to develop a dependable source of production, on March 19, 2003, Tate & Lyle PLC ("Tate") and Igene announced a 50:50 joint venture to produce AstaXin® for the aquaculture industry (the "T&L JV". Production utilized Tate's fermentation capability together with the unique technology developed by Igene. Part of Tate's existing citric acid facility located in Selby, England, was modified to include the production of this product. Tate's investment of approximately $24,600,000 included certain of its facility assets that were used in citric acid production. Igene's contribution to the venture, including its intellectual property and its subsidiary in Chile, was valued by the parties as approximately equal to Tate's contribution. For accounting purposes Igene's accounting contribution was valued at zero.

On October 31, 2007, Igene and Tate entered into a Separation Agreement pursuant to which the venture was terminated. As part of the Separation Agreement, Igene sold to Tate its 50% interest in the venture and the venture sold to Igene its intellectual property, inventory and certain assets and lab equipment utilized by the venture as well as Igene's subsidiary in Chile. The purchase price paid by Tate to Igene for its 50% interest in the venture was 50% of the venture's net working capital. The purchase price paid by Igene for the inventory was an amount equal to 50% of the venture's net working capital, the assumption of various liabilities and the current market price of the inventory, less specified amounts. In addition, Igene agreed to pay to Tate an amount equal to 5% of Igene's gross revenues from the sale of astaxanthin up to a maximum of $5,000,000. Tate agreed for a period of five years not to engage in the astaxanthin business.

On January 8, 2009, Igene entered into an agreement with Archer-Daniels-Midland Company ("ADM") pursuant to which the Company and ADM formed a joint venture (the "ADM JV") to manufacture and sell astaxanthin and derivative products throughout the world. Each of the Company and ADM has a 50% ownership interest in the ADM JV and has equal representation on the Board of Managers of the ADM JV.

(3) Non-Cash Investing and Financing Activities

During the three months ended March 31, 2009 and 2008, the Company recorded in each quarter dividends in arrears on 8% redeemable preferred stock cumulating at $0.16 per share aggregating to $1,773 and $1,781, respectively.

During November of 2008, Igene commenced the process of offering to exchange common stock to holders of Igene notes, debentures and warrants. The exchanges that occurred resulted in recording of additional paid-in capital on the termination of the debt in the amount of $8,649,796. The details are as follows:

Pursuant to the terms of an Indenture dated as of March 31, 1998, as amended (the "Indenture") between Igene and American Stock Transfer & Trust Company, as Trustee (the "Trustee"), Igene issued and sold $5,000,000 of its 8% notes (the "8% Notes"). Concurrently with the issuance of the 8% Notes, Igene issued, pursuant to a Warrant Agreement by and between Igene and American Stock Transfer & Trust Company (the "Warrant Agent") dated as of March 31, 1998, as amended (the "Warrant Agreement"), 50,000,000 warrants to purchase shares of Igene common stock for $0.10 per share expiring March 31, 2008. The warrant purchase price under the Warrant Agreement was reduced to $.075 per share, and the maturity date of the 8% Notes was extended to March 31, 2006, by an amendment dated March 18, 2003, and approved by the requisite number of holders of the securities.

On March 28, 2006, Igene and American Stock Transfer & Trust Company, in its capacity as Trustee and Warrant Agent, entered into a Second Amendment to Indenture, Securities, Warrant Agreement and Warrant Certificates that extended the maturity date of the 8% Notes to March 31, 2009, and reduced the warrant price under the Warrant Agreement from $.075 to $.056 per share.

On October 23, 2008, Igene and American Stock Transfer & Trust Company, in its capacity as Trustee and Warrant Agent, entered into a Third Amendment to Indenture, Securities, Warrant Agreement and Warrant Certificates that extended the maturity date of the 8% Notes to March 31, 2019. The warrants under the Warrant Agreement expired on March 31, 2008.

On November 28, 2008, Igene commenced an offering to exchange shares of its common stock to holders of its privately held debt and associated warrants. On December 3, 2008, Igene completed an offering to issue 145,600 shares of our common stock, par value $0.01 per share, in exchange for each $1,000 principal amount of the 8% Notes outstanding and accrued interest thereon. As of that date, $4,759,767 of 8% notes principal were outstanding, with $4,064,450 accrued interest thereon. Of these notes, $4,436,515 of notes principal with $3,788,419 of interest were exchanged for 645,956,606 shares of Igene common stock at a price of $0.005 per share. As a result, additional paid-in capital was recorded for the gain of $4,995,151 on the retirement.

Much of the aforementioned indebtedness that was exchanged for common stock was held by current and past directors and consisted of the following:

The funds to settle the ProBio litigation were provided to the Company by Igene's directors On February 15, 2007, Igene issued and sold 5% convertible debentures with an aggregate principal amount of $762,000 to two directors of Igene. These debentures were convertible into shares of Igene's common stock at $0.02 per share. At the time of the exchange the accrued interest on this debt was $67,641. All debt and interest under the 5% convertible debentures were exchanged for 66,371,244 shares of common stock.

Igene issued $3,814,212 of 8% convertible debentures between March 2001 and July 2002. The debt had accrued $2,204,106 of interest at the time of the exchange. Also, 66,427,650 warrants were issued in connection with the 8% convertible debentures. All of the debt and interest, as well as all of the warrants, were exchanged for 528,578,590 shares of Igene common stock. The original issuances that comprised this liability are as follows:

On July 17, 2002, Igene issued and sold $300,000 in aggregate principal amount of 8% convertible debentures, 50% each to two directors of Igene. These debentures were convertible into shares of Igene's common stock at $0.03 per share based on the market price of Igene's shares at the time the debentures were agreed to. In consideration of the commitment to purchase the 8% convertible debenture, these directors also received an aggregate of 10,000,000 warrants to purchase common stock at $0.03 per share.

On February 22, 2002, Igene issued and sold $1,000,000 in aggregate principal amount of 8% convertible debentures, 50% each to two directors of Igene. These debentures were convertible into shares of Igene's common stock at $0.04 per share based on the market price of Igene's shares at the time the debentures were agreed to. In consideration of the commitment to purchase the 8% convertible debenture, these directors also received an aggregate of 25,000,000 warrants to purchase common stock at $0.04 per share.

In March 2001, Igene issued $1,014,211 of 8%, 10-year, convertible debentures to certain directors of Igene in exchange for the cancellation of $800,000 of demand notes payable (including accrued interest of $14,212) and $200,000 in cash. $600,000 of these demand notes were issued during 2000 and $200,000 were issued subsequently. These debentures were convertible into 10,142,110 shares of Igene's common stock at $0.08 per share. These directors also received 10,142,110 warrants to purchase common stock at $0.08 per share.

In March 2001, certain directors of Igene also committed to provide additional funding in the form of 8%, 10-year, convertible debentures in the amount of $1,500,000. In consideration of this commitment, these directors also received 18,750,000 warrants to purchase common stock at $0.08 per share. These debentures are convertible into 18,750,000 shares of Igene's common stock at $0.08 per share.

Convertible debentures were summarized as follows:

	Principal	Accrued Interest
8%, 10-year, convertible debenture issued 7/17/02	$ 300,000	$ 152,745
8%, 10-year, convertible debenture issued 2/22/02	1,000,000	538,301
8%, 10-year, convertible debenture issued 3/1/01	1,014,212	567,262
8%, 10-year, convertible debenture issued 3/27/01	1,500,000	945,798
5%, 10-year, convertible debenture issued 2/15/07	762,000	67,641
	$ 4,576,212	$ 2,271,747

Beginning November 16, 1995, and continuing through May 8, 1997, Igene issued promissory notes to certain directors for aggregate consideration of $1,082,500. These notes specify that at any time prior to repayment the holder has the right to convert the notes to common stock of Igene at prices ranging from $0.05 per share to $0.135 per share, based on the market price of common shares at the respective issue dates. The notes were convertible in total into 13,174,478 shares of common stock. As a result of the extensions they are now convertible into 23,421,273 shares of common stock. At the time of the exchange the debt had accrued interest in the amount of $832,485. Of the amount outstanding holders of $1,041,878 of debt with $801,269 of accrued interest agreed to exchange their holdings for 147,451,719 shares of Igene common stock. As part of this debt Igene had 60,541,666 warrants outstanding to purchase Igene common stock. 60,301,666 of these warrants were additionally settled in exchange for 19,808,610 shares of Igene common stock.

In total, 762,210,163 shares of Igene common stock were issued in exchange for $5,618,090 of notes and debentures, $3,073,015 of related interest, and 126,729,316 related warrants.

(4) Stockholders' Deficiency

As of March 31, 2008, 22,268 shares of authorized but unissued common stock were reserved for issue upon conversion of the Company's outstanding preferred stock.

As of March 31, 2009, 40,605,000 shares of authorized but unissued common stock were reserved for exercise pursuant to the Company's Employee Stock Option Plans.

As of March 31, 2009, 11,656,428 shares of authorized but unissued common stock were reserved for the exercise of outstanding warrants.

(5) Basic and Diluted Net Loss per Common Share

Basic and diluted net loss per common share for the three-month periods ended March 31, 2009 and 2008 are based on 1,518,503,841 and 110,337,072, respectively, of weighted average common shares outstanding. No adjustment has been made for any common stock equivalents outstanding because their effects would be anti-dilutive. As of March 31, 2009 and 2008, potential full dilution was 1,570,787,537 and 488,414,337 shares, respectively.

(6) Going Concern

Igene has incurred net losses in each year of its existence, aggregating approximately $52,004,000 from inception to March 31, 2009 and as of March 31, 2009, Igene's liabilities exceeded its assets by approximately $1,933,000. These factors indicate that Igene may not be able to continue in existence unless it is able to raise additional capital and attain profitable operations.

As discussed, as of October 31, 2007, Igene has terminated its relationship with Tate & Lyle. Igene maintains the saleable inventory after the termination of the relationship. Igene is selling the existing inventory in order to maintain its relationship with customers and use these funds to cover expenses. We anticipate that our current inventory will run out during the third quarter of 2009.

On January 8, 2009, Igene entered into an agreement with Archer-Daniels-Midland Company ("ADM") pursuant to which the Company and ADM formed a joint venture (the "ADM JV") to manufacture and sell astaxanthin and derivative products throughout the world. Each of the Company and ADM has a 50% ownership interest in the ADM JV and has equal representation on the Board of Managers of the ADM JV.

(7) NaturXan LLC

ADM has provided a working line of credit to the ADM JV bearing interest at the rate of 4% in excess of the one year LIBOR. As part of the ADM JV agreement both Igene and ADM agreed to provide a Guarantee for 50% of the indebtedness of the new venture NaturXan, LLC, up to $1,612,500. The $453,419 due from NaturXan is for services provided by Igene to the ADM JV. These fees are payable within 30 days of the receipt of the invoice. Unpaid invoices will accrue interest at the six month LIBOR.

Currently the joint venture is in the process of developing the manufacturing process. Management expects that during the second quarter, Igene will provide its equipment and in connection with the current ADM facility, will undertake dependable production during the third quarter of 2009. As of the end of the first quarter Igene has not made an investment in the ADM JV.

IGENE Biotechnology, Inc. and Subsidiary
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY STATEMENTS FOR PURPOSES OF "SAFE HARBOR PROVISIONS" OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995:

EXCEPT FOR HISTORICAL FACTS, ALL MATTERS DISCUSSED IN THIS REPORT, WHICH ARE FORWARD-LOOKING, INVOLVE A HIGH DEGREE OF RISK AND UNCERTAINTY. CERTAIN STATEMENTS IN THIS REPORT SET FORTH MANAGEMENT'S INTENTIONS, PLANS, BELIEFS, EXPECTATIONS OR PREDICTIONS OF THE FUTURE BASED ON CURRENT FACTS AND ANALYSES. WHEN WE USE THE WORDS "BELIEVE", "EXPECT", "ANTICIPATE", "ESTIMATE", "INTEND", "VENTURING TO" OR SIMILAR EXPRESSIONS, WE INTEND TO IDENTIFY FORWARD-LOOKING STATEMENTS. YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE INDICATED IN SUCH STATEMENTS, DUE TO A VARIETY OF FACTORS, RISKS AND UNCERTAINTIES. POTENTIAL RISKS AND UNCERTAINTIES INCLUDE, BUT ARE NOT LIMITED TO, COMPETITIVE PRESSURES FROM OTHER COMPANIES WITHIN THE BIOTECH AGRICULTURE AND AQUACULTURE INDUSTRIES, ECONOMIC CONDITIONS IN THE COMPANY'S PRIMARY MARKETS, EXCHANGE RATE FLUCTUATIONS, REDUCED PRODUCT DEMAND, INCREASED COMPETITION, INABILITY TO PRODUCE REQUIRED CAPACITY, UNAVAILABILITY OF FINANCING, GOVERNMENT ACTION, WEATHER CONDITIONS AND OTHER UNCERTAINTIES, INCLUDING THOSE DETAILED IN "RISK FACTORS" THAT ARE INCLUDED FROM TIME-TO-TIME IN THE COMPANY'S SECURITIES AND EXCHANGE COMMISSION FILINGS. THE COMPANY ASSUMES NO DUTY TO UPDATE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER THE DATE OF SUCH STATEMENTS.

Critical Accounting Policies

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States (or "GAAP") requires management to make judgments, assumptions and estimates that affect the amounts reported in our financial statements and accompanying notes. Actual results could differ materially from those estimates. The following are critical accounting policies important to our financial condition and results of operations presented in the financial statements and require management to make judgments and estimates that are inherently uncertain:

The inventories are stated at the lower of cost or market. Cost is determined using a weighted-average approach, which approximates the first-in first-out method. If the cost of the inventories exceeds their expected market value, provisions are recorded for the difference between the cost and the market value. Inventories consist of currently marketed products.

Revenue from product sales are recognized when there is persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed and determinable, and collectability is reasonably assured. Allowances are established for estimated uncollectible amounts, product returns and discounts.

Both Joint Ventures, the T&L JV and the ADM JV were accounted for under the equity method of accounting as Igene has a 50% ownership interest.

Igene will recognize the loss of the ADM JV beyond the investment and advances to the Joint Venture, to the point Igene maintains guarantees in the debt of the Joint Venture.

Results of Operations

Sales and other revenue

For the quarters ended March 31, 2009 and 2008, Igene recorded sales in the amounts of $1,241,785 and $2,871,502, respectively, a decrease of $1,629,717 or 56%. Sales had been limited in past years due to insufficient production quantity and have been limited in the current period as source of production is being developed and production begins in the new ADM JV. Management believes that the ADM JV will provide salable product that will allow Igene to be competitive in the marketplace and allow for increased sales in the future, though no assurances can be provided in this matter.

Cost of sales and gross profit

For the quarters ended March 31, 2009 and 2008, Igene recorded cost of sales in the amounts of $945,185 and $2,367,410, respectively, a decrease of $1,422,225 or 60%. This resulted in a gross profit of $296,600, or 23% for the period ended March 31, 2009 and gross profit of $504,092, or 17% for the period ended March 31, 2008. The increase in gross profit is due mainly to the discount at which the product was purchased at the conclusion of the joint venture with Tate & Lyle. As with sales, with the termination of the joint venture with Tate & Lyle, there can be no assurance of the continued dependability of production. Management believes that the ADM JV will provide salable product that will allow Igene to be competitive in the market place and allow for increased sales in the future, though no assurances can be provided in this matter. As a result, future cost of sales is expected to increase as a new source of production is developed.

Loss from Joint Venture with ADM

On January 8, 2009, Igene entered into an agreement with Archer-Daniels-Midland Company ("ADM") pursuant to which the Company and ADM formed a joint venture (the "ADM JV") to manufacture and sell astaxanthin and derivative products throughout the world. Each of the Company and ADM has a 50% ownership interest in the ADM JV and has equal representation on the Board of Managers of the ADM JV. For the quarter ended March 31, 2009, Igene recorded a loss from the ADM JV of $234,210.

On October 31, 2007, Igene terminated its joint venture with Tate & Lyle. Igene maintains the salable inventory after the termination of the relationship. Igene is selling the existing inventory in order to maintain its relationship with customers and use these funds to cover expenses. We anticipate that our current inventory will run out during the third quarter of 2009. Currently the activities of the new ADM JV are costs related to the development of the plant and the preparation for the production of new product. Management expects this production will begin by the third quarter of 2009. Management believes that this new ADM JV will provide salable product that will allow Igene to be competitive in the market place and allow for increased sales in the future, though no assurances can be provided in this matter.

Marketing and selling expenses

For the quarters ended March 31, 2009 and 2008, Igene recorded marketing and selling expense in the amounts of $106,110 and $298,298, respectively, a decrease of $192,188, or 64%. With the termination of the T&L JV, Igene has reassumed all of the responsibility for the marketing and selling function. It is expected that this level of marketing and selling will fluctuate as Igene has reassumed the activities of the Chilean subsidiary and looks to maintain its customer base through the period in which it develops the new source of production. However, no assurances can be made with regard to a new source of production or maintenance of the customer base. Prior to October 2007, all marketing and selling expenses incurred by Igene as part of the Joint Venture with Tate & Lyle had been reimbursed by that venture. It is expected that future sales efforts will be handled directly through the ADM JV and Igene will incur little marketing and selling expenses. The remaining expenses are expected to be funded by cash flows from operations, to the extent available for such purposes.

Research, development and pilot plant expenses

For the quarters ended March 31, 2009 and 2008, Igene recorded research and development costs in the amount of $461,175 and $350,104, respectively, an increase of $111,073 or approximately 31%. Research and development costs have increased as Igene works to develop improved product and new uses for its product, as it prepares to begin production in the new facility. It is expected these costs will remain at current increased levels in support of increasing the efficiency of the manufacturing process through experimentation in the Company's pilot plant, developing higher yielding strains of yeast and other improvements in the Company's AstaXin® technology. Prior to October of 2007, all research and development expenses incurred by Igene as part of the joint venture with Tate & Lyle had been reimbursed by that venture. Currently these expenses are expected to be funded by the new ADM JV and cash flows from operations, to the extent available for such purposes. During the first quarter of 2009, $438,420 of the 2009 research and development cost was reimbursed by the ADM JV.

General and administrative expenses

General and administrative expenses for the quarters ended March 31, 2009 and 2008 were $232,656 and $177,110, respectively, an increase of $55,546 or 31%. Igene expects general and administrative costs at the current level. Igene works to reduce the level of overhead costs and spend funds on research and development efforts. A small portion of this cost is expected to be covered by the ADM JV, but the majority of these expenses will need to be funded by cash flows from operations, to the extent available for such purposes. $15,000 of the 2009 general and administrative cost was reimbursed by the ADM JV.

Expense reimbursement by ADM Joint Venture

As part of the ADM Joint Venture Agreement, a portion of costs incurred by Igene related to production, research and development, as well as those related to the marketing of AstaXin®, are considered costs of the Joint Venture and therefore will be reimbursed by the ADM JV. For the quarter ended March 31, 2009, costs reimbursed by the ADM JV totaled $453,419. The costs covered $438,419 of research and development costs and $15,000 of general and administrative costs.

Other Income

Igene had other income for the quarter ended March 31, 2009 of $1,025,741. This is a one-time occurrence related to a liability recorded in a prior period related to the termination of the joint venture with Tate & Lyle. On February 26, 2009, Igene signed a settlement agreement of past obligations and made a final payment to T&L in the amount of $714,227. At the termination of the joint venture, Igene recorded liabilities of $890,000 for payments of past payables of the joint venture as well as $51,000 for costs related to collection of receivables of the joint venture. The balance is expense that was recorded when it was thought Igene could be liable to pay additional costs directly to T&L. With the exception of the $5,000,000 liability related to future revenue (see Note 2), Igene has settled its debts related to the joint venture and to Tate & Lyle, and these costs and expenses were determined to no longer be Igene liabilities.

Interest expense

Interest expense for the quarters ended March 31, 2009 and 2008 was $8,871 and $550,852 respectively, a decrease of $541,981 or 98%. This interest expense (net of interest income) was composed of interest on Igene's long term financing from its directors and other stockholders and interest on Igene's subordinated and convertible debentures, as well as amortization of discount on Igene's notes and debentures of $351,695 for 2008. The reduction in this expense is due to the recapitalization undertaken by Igene during the fourth quarter of 2008, and the conversion of the majority of the Igene debt into an equity position (see Note 3).

Net loss and basic and diluted net loss per common share

As a result of the foregoing, the Company reported comprehensive income $744,740 and comprehensive loss of $650,376, respectively, for the quarters ended March 31, 2009 and 2008, a decrease in the loss of $1,395,116. This represents income of $0.00 and loss of $0.01 per basic and diluted common share in each of the quarters ended March 31, 2009 and 2008, respectively. The weighted average number of shares of common stock outstanding of 1,518,503,841 and 110,337,072 for the quarters ended March 31, 2009 and 2008, respectively, has increased by 1,408,166,769 shares. The increase in outstanding shares resulted mainly from the shares related to the recapitalization undertaken by Igene during the fourth quarter of 2008, and the conversion of the majority of the Igene debt into an equity position (see Note 3).

Financial Position

During the quarters ended March 31, 2009 and 2008, in addition to the matters previously discussed, the following actions also materially affected the Company's financial position:

- Decreases in inventory for the quarter ended March 31, 2009 of $840,436 were a source of cash, offset by funds used to decrease accounts payable and accrued expenses by $645,786; and

- Decreases in accounts receivables, inventory and prepaid expense for the quarter ended March 31, 2008 of $3,376,073 were a source of cash, offset by funds used to decrease accounts payable and accrued expenses by $978,969; and

- The carrying value of redeemable preferred stock was increased and interest expense recorded in the amount of $1,773 and $1,781, respectively in 2009 and 2008, reflecting cumulative unpaid dividends on redeemable preferred stock.

In December 1988, as part of an overall effort to contain costs and conserve working capital, Igene suspended payment of the quarterly dividend on its preferred stock. Resumption of the dividend will require significant improvements in cash flow. Unpaid dividends cumulate for future payment or addition to the liquidation preference or redemption value of the preferred stock. As of March 31, 2009, total dividends in arrears on Igene's preferred stock total $146,078 ($13.12 per share) and are included in the carrying value of the redeemable preferred stock.

Liquidity and Capital Resources

Historically, Igene has been funded primarily by equity contributions and loans from stockholders. As of March 31, 2009, Igene had working capital of $2,730,159, and cash and cash equivalents of $937,558.

Cash provided by operating activities during the three-month periods ended March 31, 2009 and March 31, 2008 equaled $70,698 and $1,949,181, respectively. The reduction is due mainly to the reduced amount of inventory available for sales based on the lack of production through 2008.

Cash used by investing activities during the three-month periods ended March 31, 2009 and March 31, 2008 equaled $633,153 and $157,071, respectively. The difference is due mainly to the cash advanced and due for the ADM JV of $453,419 during the first quarter of 2009, as the ADM JV prepares for production.

No cash was used or provided by financing activities during the first quarter of 2009 or 2008.

Over the next twelve months, Igene believes it will need additional working capital. Part of this funding is expected to be received from sales of AstaXin®, resulting in increased cash through the third quarter of 2009. Additional funding is expected through the ADM JV reimbursement of expenses. There will be additional delay between the commencement of production and the receipt of proceeds from any sale of such product. However, there can be no assurance that projected cash from sales, or additional funding, will be sufficient for Igene to fund its continued operations.

The Company does not believe that inflation had a significant impact on its operations during the three-month periods ended March 31, 2009 and 2008.

Item 4. Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act (defined below)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will guaranty the prevention of any error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. To address the material weaknesses, we performed additional analysis and other post-closing procedures in an effort to ensure our consolidated financial statements included in this annual report have been prepared in accordance with GAAP. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

Igene is undertaking to improve its internal control over financial reporting and improve its disclosure controls and procedures. As of December 31 2008, we had identified the following material weaknesses which still exist as of March 31, 2009 and through the date of this report.

1. As of December 31, 2008, we did not maintain effective controls over the control environment. Specifically, we have not formally adopted a written code of business conduct and ethics that governs the Company's employees, officers and directors. Additionally, we have not developed and effectively communicated to our employees its accounting policies and procedures. This has resulted in inconsistent practices. Further, the Board of Directors does not currently have any independent members and no director qualifies as an independent audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-B. Since these entity level programs have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness.

2. As of December 31, 2008, we did not maintain effective controls over financial statement disclosure. Specifically, controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Accordingly, management has determined that this control deficiency constitutes a material weakness.

3. As of December 31, 2008, we did not maintain effective controls over equity transactions. Specifically, controls were not designed and in place to ensure that equity transactions were properly reflected. Accordingly, management has determined that this control deficiency constitutes a material weakness.

IGENE Biotechnology, Inc. and Subsidiary
PART II
OTHER INFORMATION

Item 3. Defaults Upon Senior Securities

In December 1988, as part of an overall effort to contain costs and conserve working capital, Igene suspended payment of the quarterly dividend on its preferred stock. Resumption of the dividend will require significant improvements in cash flow. Unpaid dividends cumulate for future payment or addition to the liquidation preference or redemption value of the preferred stock. As of March 31, 2009, total dividends in arrears on Igene's preferred stock total $146,078 ($13.12 per share) and are included in the carrying value of the redeemable preferred stock.

Item 6. Exhibits

(a) Exhibits

EXHIBIT NO.	**DESCRIPTION**
3.1	Articles of Incorporation of the Registrant, as amended as of November 17, 1997, constituting Exhibit 3.1 to the Registration Statement No. 333-41581 on Form SB-2 filed with the SEC on December 5, 1997, are hereby incorporated by reference.
3.2	Articles of Amendment to Articles of Incorporation of the Registrant, constituting Exhibit 3.1(b) to the Registration Statement No. 333-76616 on Form S-8 filed with the SEC on January 11, 2002, are hereby incorporated by reference.
3.3	By-Laws of the Registrant, constituting Exhibit 3.2 to the Registration Statement No. 33-5441 on Form S-1 filed with the SEC on May 6, 1986, are hereby incorporated by reference.
31.1	Rule 13a-14(a) or 15d-14(a) Certification of the Registrant's principal executive officer.*
31.2	Rule 13a-14(a) or 15d-14(a) Certification of the Registrant's principal financial officer.*
32.1	Rule 13a-14(b) or 15d-14(b) Certification of the Registrant's principal executive officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Rule 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Rule 13a-14(b) or 15d-14(b) Certification of the Registrant's principal financial officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Rule 906 of the Sarbanes-Oxley Act of 2002.*

*Filed herewith.

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.

IGENE BIOTECHNOLOGY, INC.
(Registrant)

Date May 15, 2009 By /s/ STEPHEN F. HIU
Stephen F. Hiu
President

Date May 15, 2009 By /s/ EDWARD J. WEISBERGER
Edward J. Weisberger
Chief Financial Officer

EXHIBIT INDEX

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*Filed herewith.

Exhibit 31.1

CERTIFICATION OF THE REGISTRANT'S PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen F. Hiu, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IGENE Biotechnology, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: May 15, 2009

/s/ STEPHEN F. HIU

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Stephen F. Hiu
President

Exhibit 31.2

CERTIFICATION OF THE REGISTRANT'S PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934,

AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward J. Weisberger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IGENE Biotechnology, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: May 15, 2009

/s/ EDWARD J. WEISBERGER

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Edward J. Weisberger
Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the IGENE Biotechnology, Inc. (the "Registrant") Quarterly Report on Form 10-Q for the period ended March 31, 2009, as filed with the Securities and Exchange Commission (the "Report"), I, Stephen F. Hiu, President of the Registrant, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1). The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2). The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 15, 2009

By: /s/ STEPHEN F. HIU
Stephen F. Hiu
President

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the IGENE Biotechnology, Inc. (the "Registrant") Quarterly Report on Form 10-Q for the period ended March 31, 2009 as filed with the Securities and Exchange Commission (the "Report"), I, Edward J. Weisberger, Chief Financial Officer of the Registrant, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1). The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2). The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 15, 2009

By: /s/ EDWARD J. WEISBERGER
Edward J. Weisberger
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.