

Rosenblum Mark J
Form 4
May 16, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosenblum Mark J

(Last) (First) (Middle)

C/O ADVAXIS, INC., 305
COLLEGE ROAD EAST

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Advaxis, Inc. [ADXIS]

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

CFO, SVP and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/14/2012		A		686,275	A	<u>(1)</u> <u>(2)</u> 686,275
Common Stock					5,645		<u>(4)</u>

See Footnote (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Convertible Promissory Note	\$ 0.15	05/14/2012		D	\$ 58,823.53	⁽⁵⁾	10/31/2012	Common Stock	392
Common Stock Warrants (right to buy)	\$ 0.15	05/14/2012		D	196,078	⁽⁵⁾	10/31/2014	Common Stock	196,078

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenblum Mark J C/O ADVAXIS, INC., 305 COLLEGE ROAD EAST PRINCETON, NJ 08540			CFO, SVP and Secretary	

Signatures

/s/ Mark J.
Rosenblum 05/16/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 14, 2012, Advaxis, Inc. (the "Company") entered into an Exchange Agreement with the Reporting Person pursuant to which the Reporting Person received 686,275 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") in exchange for (i) surrendering to the Company a convertible promissory note of the Company with an outstanding principal amount of \$58,823.53 which was convertible into 392,157 shares of Common Stock and warrants to purchase an aggregate of 196,078 shares of Common Stock, (Continued in Footnote 2)

(2) (Continued from Footnote 1) and (ii) amending the Note Purchase Agreement, dated as of October 28, 2011, between the Company and the Reporting Person, to terminate (x) the Reporting Person's right to liquidated damages if the Company failed for any reason to satisfy the current public information requirement under Rule 144(c) promulgated under the Securities Act of 1933, as amended, (y) the Reporting Person's right to participate in any proposed or intended issuance or sale or exchange of the Company's securities, and (z) the prohibition on the Company's ability to effect, or enter into an agreement to effect, any issuance of the Company's securities for cash consideration involving a variable rate transaction.

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- (3) The Reporting Person owns these securities indirectly through the Mark J. Rosenblum IRA.
- (4) Represents 5,645 shares of Common Stock acquired under the Advaxis, Inc. 2011 Employee Stock Purchase Plan.
- (5) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.