

Advaxis, Inc.
Form 4
April 14, 2008

FORM 4

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

OMB APPROVAL

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

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 *
APPEL RONI

(Last) (First) (Middle)

**C/O ADVAXIS,
INC., TECHNOLOGY CENTER OF
NJ, 675 US HWY ONE**

(Street)

NORTH BRUNSWICK, NJ 08902

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2007

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)

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)
				(A) or (D) Price			
Common Stock	04/04/2008		J	153,846 A	4,130,134	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Warrants	\$ 0.4	10/17/2007		D ⁽²⁾	58,581	11/12/2004 11/10/2009	Common Stock 58,58
Warrants	\$ 0.274	10/17/2007		A ⁽²⁾	85,377	11/12/2004 11/10/2009	Common Stock 85,37
Warrants	\$ 0.4	10/17/2007		D ⁽²⁾	355,528	11/12/2004 11/10/2009	Common Stock 355,52
Warrants	\$ 0.274	10/17/2007		A ⁽²⁾	518,158	11/12/2004 11/10/2009	Common Stock 518,15

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

APPEL RONI
C/O ADVAXIS, INC.
TECHNOLOGY CENTER OF NJ, 675 US HWY ONE
NORTH BRUNSWICK, NJ 08902

X

Signatures

/s/ Roni Appel 04/14/2008

 **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).
- (1) The Reporting Person received these shares in connection with a settlement agreement regarding the termination of the Reporting Person's employment with the Issuer.
- (2) The four reported transactions involved anti-dilution adjustments of two outstanding warrants, resulting in the deemed cancellation of the "old" warrants and the deemed grant of a replacement warrant. The adjustments were necessary because the anti-dilution provision in each "old" warrant was triggered by a subsequent warrant issuance by the Issuer, resulting in a new exercise price and a change in the amount of shares underlying the warrants.
- (3) This total includes 72,362 shares of common stock issuable upon the exercise of warrants as previously reported with the Securities and Exchange Commission on July 5, 2005, but excludes options to purchase 2,379,090 common shares, as previously reported on form 4.

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.