

PRICHEP PATRICIA B

Form 4

December 07, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PRICHEP PATRICIA B

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CEL SCI CORP [cvm]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/05/2011

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior Vice President

(Street)

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

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

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Am<br>Underlying Secu<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | Disposed of (D)<br>(Instr. 3, 4, and 5) | (A)        | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | As<br>of<br>Date |
|------------|------------------------------------|------------------|--------------------|-----------------------------------------|------------|-----|---------------------|--------------------|-----------------|------------------|
| Options    | <u>(1)</u>                         | 12/05/2011       | D                  | 481,500                                 | <u>(2)</u> |     | <u>(3)</u>          | <u>(4)</u>         | Common<br>Stock | 4                |
| Options    | \$ 0.32                            | 12/05/2011       | A                  | 385,200                                 | <u>(2)</u> |     | 12/05/2011          | 12/01/2016         | Common<br>Stock | 3                |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                       |       |
|--------------------------------|---------------|-----------|-----------------------|-------|
|                                | Director      | 10% Owner | Officer               | Other |
| PRICHEP PATRICIA B             |               |           |                       |       |
|                                |               |           | Senior Vice President |       |

## Signatures

Patricia Prichep                      12/07/2011

\_\_\_\_\_\*Signature of                      Date  
Reporting Person

## 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) Multiple option grants with exercise prices between \$0.54 and \$1.94
- (2) Agreed to reduction of shares of common stock issuable upon exercise of options in return for a reduction in the exercise price.
- (3) Multiple option grants exercisable between 12/1/93 and 9/2/05
- (4) Multiple option grants with expiration dates between 3/14/12 and 12/3/14

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