

Rosenblum Mark J
Form 4
November 02, 2011

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 *
Rosenblum Mark J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ADVAXIS, INC., 305 COLLEGE ROAD EAST

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, Senior VP & Secretary

(Street)
PRINCETON, NJ 08540

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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)	Code	V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amo Num Shar
				(A)	(D)				
Convertible Promissory Note	\$ 0.15	10/31/2011	A	\$ 58,823.53		<u>(1)</u>	10/31/2012	Common Stock	392
Common Stock Warrants (right to buy)	\$ 0.15	10/31/2011	A	196,078		<u>(1)</u>	10/31/2014	Common Stock	196

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, Senior VP & Secretary	

Signatures

/s/ Mark J.

Rosenblum 11/02/2011

**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) Immediately.

Pursuant to that certain Note Purchase Agreement, dated as of October 28, 2011, by and among Advaxis, Inc. (the "Company") and certain accredited investors, including Mr. Rosenblum, the Company issued \$58,823.53 of its convertible promissory notes (the "Notes")

(2) to Mr. Rosenblum for a purchase price of \$50,000.00. Additionally, Mr. Rosenblum received a warrant to purchase such number of shares of the Company's common stock equal to 50% of such number of shares of the Company's common stock issuable upon conversion of the Note at an exercise price of \$0.15 per share. The Notes purchased in the offering by Mr. Rosenblum were paid for in cash.

(3) Mr. Rosenblum owns these securities indirectly through the Mark J. Rosenblum IRA.

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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