

Advaxis, Inc.  
Form 4  
April 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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. [ADXSI]**

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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SEC 1474 (9-02)

**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 <sup>(2)</sup>		58,581		11/12/2004	11/10/2009	Common Stock	58,581
Warrants	\$ 0.274	10/17/2007		A <sup>(2)</sup>		85,377		11/12/2004	11/10/2009	Common Stock	85,377
Warrants	\$ 0.4	10/17/2007		D <sup>(2)</sup>		355,528		11/12/2004	11/10/2009	Common Stock	355,528
Warrants	\$ 0.274	10/17/2007		A <sup>(2)</sup>		518,158		11/12/2004	11/10/2009	Common Stock	518,158

## 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                      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) The Reporting Person received these shares in connection with a settlement agreement regarding the termination of the Reporting Person's employment with the Issuer.  
  
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.
- (2)
- (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.