

MOORE THOMAS A
Form 4
August 31, 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 *
MOORE THOMAS A

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

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)
06/24/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN / CEO

(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 Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------|
| Common Stock Warrants (right to buy) | \$ 0.15 | 06/24/2011 | P | 3,698,765 | | | | | (1) | 10/20/2012 | Common Stock | 3,698 |
| Common Stock Warrants (right to buy) | \$ 0.15 | 08/29/2011 | D | 2,666,667 | | | | | (1) | 10/20/2012 | Common Stock | 2,666 |
| Common Stock Warrants (right to buy) | \$ 0.15 | 08/29/2011 | A | 7,674,512 | | | | | (1) | 08/29/2014 | Common Stock | 7,674 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE THOMAS A C/O ADVAXIS, INC., 305 COLLEGE ROAD EAST PRINCETON, NJ 08540 | X | | CHAIRMAN / CEO | |

Signatures

/s/ Thomas A. Moore 08/31/2011

**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.

On August 29, 2011, Advaxis, Inc. (the "Company") entered into an Exchange and Amendment Agreement (the "Exchange Agreement") with the Reporting Person pursuant to which the Reporting person disposed of warrants to purchase 2,666,667 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), in exchange for a warrant to purchase 7,674,512 shares of Common

- (2) Stock in a transaction exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder. The foregoing summary of the Exchange Agreement is qualified in its entirety by the description thereof set forth in the Company's Current Report on Form 8-K, which was filed with the Securities and Exchange Commission on August 31, 2011 and is incorporated herein by reference.

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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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