

Advaxis, Inc.  
Form 4  
April 10, 2008

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PATTON JAMES P**

(Last) (First) (Middle)

**C/O ADVAXIS,  
INC., TECHNOLOGY CTR OF NJ,  
675 US HIGHWAY 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 Indirect Beneficial Ownership (Instr. 4)
			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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant	\$ 0.4	10/17/2007	D		147,716		11/12/2004	11/12/2009	Common Stock	147,716
Warrant	\$ 0.274	10/17/2007	A		215,286		11/12/2004	11/12/2009	Common Stock	215,286

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PATTON JAMES P C/O ADVAXIS, INC. TECHNOLOGY CTR OF NJ, 675 US HIGHWAY ONE NORTH BRUNSWICK, NJ 08902	X

## Signatures

/s/ Patton James 04/10/2008

\_\_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).

The two reported transactions involved an anti-dilution adjustment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrants and the deemed grant of a replacement warrant. The adjustment was necessary because the anti-dilution provision in the

(1) "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) This total includes 36,551 shares of common stock issuable upon the exercise of warrants as previously reported with the Securities and Exchange Commission on November 16, 2004.

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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