

FLAMM SCOTT
Form 3/A
December 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â FLAMM SCOTT | | (Month/Day/Year) | Advaxis, Inc. [ADXS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/31/2004 | | 11/16/2004 |
| C/O ADVAXIS, INC,Â 212 | | | (Check all applicable) | |
| CARNEGIE CENTER SUITE | | | <input checked="" type="checkbox"/> Director | |
| 206 | | | <input type="checkbox"/> 10% Owner | |
| | (Street) | | <input type="checkbox"/> Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (specify below) | |
| PRINCETON,Â NJÂ 08540 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 125,772 | D | Â |
| Common Stock | 2,585,094 | I | By Flamm Family Partners LP of which the Reporting Person is the controlling person |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: FLAMM SCOTT - Form 3/A

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrant | 11/12/2004 ⁽¹⁾ | 11/12/2009 | Common Stock | 125,772 | \$ 0.4 | D | Â |
| Warrant | 11/12/2004 | 12/31/2009 | Common Stock | 31,184 | \$ 0.1952 | D | Â |
| Warrant | 11/12/2004 | 12/31/2009 | Common Stock | 8,910 | \$ 0.1952 | I | By Flamm Family Partners, LP |
| Warrant | 11/12/2004 | 12/31/2009 | Common Stock | 36,231 | \$ 0.1952 | I | By Flamm Family Partners, LP |
| Options | 05/29/2003 ⁽²⁾ | 05/29/2013 | Common Stock | 91,567 | \$ 0.3549 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FLAMM SCOTT C/O ADVAXIS, INC 212 CARNEGIE CENTER SUITE 206 PRINCETON, NJ 08540 | Â X | Â | Â | Â |

Signatures

/s/ Scott Flamm 12/12/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Not exercisable if Reporting Person's beneficial ownership would exceed 4.999% of the issued and outstanding Common Stock.

(2) The options are fully vested.

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.