ALFACELL CORP

Form 4

February 12, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

January 31, 2005

0.5

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*

CARTER STEPHEN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ALFACELL CORP [ACEL] (First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 02/08/2007

(Check all applicable) X\_ Director 10% Owner

Officer (give title Other (specify below)

C/O ALFACELL CORPORATION, 225

(City)

(Instr. 3)

**BELLEVILLE AVENUE** 

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BLOOMFIELD, NJ 07003

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Zip)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

Reported (A) Transaction(s) or

(Instr. 3 and 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of **Underlying Securities** 

#### Edgar Filing: ALFACELL CORP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	(Instr. 8) Acquir (A) or Dispos (D)		Dispose (D) (Instr. 3,	d d of	(Month/Day/Year	onth/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock (right to buy) (1)	\$ 1.49	02/08/2007		A		5,000		02/08/2008(2)	02/08/2013	Common Stock	5,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
topol mag o maio mano, saudoos	Director	10% Owner	Officer	Other			
CARTER STEPHEN C/O ALFACELL CORPORATION 225 BELLEVILLE AVENUE BLOOMFIELD, NJ 07003	X						
0!							

### **Signatures**

Reporting Person

/s/ Stephen
Carter

\*\*Signature of 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) Granted under the Company's 2004 Stock Incentive Plan and qualified under Rule 16b-3(d).
- (2) The options will vest and become exercisable on February 8, 2008 provided that the reporting person serves continuously on the Board of Directors of Alfacell until such time.

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.

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