

CANCERVAX CORP  
Form 3  
June 16, 2005

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol	
Â Gallagher Carol Giltner		(Month/Day/Year)	CANCERVAX CORP [CNVX]	
(Last)	(First)	(Middle)	06/14/2005	
2110 RUTHERFORD ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
CARLSBAD,Â CAÂ 92008		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Vice President, Sales/Marketin	

**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	6,854	D	Â
Common Stock <sup>(1)</sup>	11,250	D	Â

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)**

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	12/01/2004 <sup>(2)</sup>	11/30/2013	Common Stock	35,000	\$ 9.19	D	Â
Stock Option (right to buy)	12/01/2003 <sup>(3)</sup>	11/30/2013	Common Stock	1,000	\$ 9.19	D	Â
Stock Option (right to buy)	04/22/2005 <sup>(2)</sup>	04/21/2014	Common Stock	15,000	\$ 11.05	D	Â
Stock Option (right to buy)	03/09/2005 <sup>(4)</sup>	02/08/2015	Common Stock	33,300	\$ 7.93	D	Â
Stock Option (right to buy)	02/09/2005 <sup>(5)</sup>	02/08/2015	Common Stock	33,750	\$ 7.93	D	Â
Stock Option (right to buy)	03/08/2005 <sup>(6)</sup>	03/07/2015	Common Stock	1,000	\$ 6.74	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gallagher Carol Giltner 2110 RUTHERFORD ROAD CARLSBAD, CA 92008	Â	Â	Â Vice President, Sales/Marketin	Â

## Signatures

/s/ Hazel M. Aker  
Attorney-in-fact

06/16/2005

\_\_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) All shares shall be released from the Company's repurchase option upon the submission of a Biologics License Application for Canvaxin(TM).
- (2) 1/4 vest on the first anniversary of the date listed and 1/36 vest monthly thereafter.  
100% vest upon the earlier to occur of the following events: (a) the completion of enrollment of patients in the Corporation's ongoing Phase 3 clinical trial of Canvaxin(TM) in Stage III melanoma, and the successful completion of three consecutive conformance lots suitable for submission as part of a Biologics License Application for Canvaxin(TM) to the U.S. Food and drug Administration; or (b) on October 31, 2005.
- (3) 1/48 vest monthly beginning on 03/09/05.  
11,250 shares vest upon the successful completion of all conformance lots required for submission of a Biologics License Application (BLA) for Canvaxin(TM), and 22,500 shares vest upon the approval of a BLA or equivalent marketing authorization for Canvaxin(TM) in the U.S. or E.U.
- (4) 1/48 vest monthly beginning on 03/09/05.  
11,250 shares vest upon the successful completion of all conformance lots required for submission of a Biologics License Application (BLA) for Canvaxin(TM), and 22,500 shares vest upon the approval of a BLA or equivalent marketing authorization for Canvaxin(TM) in the U.S. or E.U.
- (5) Vested immediately.
- (6) Vested immediately.

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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