SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>PATTON JAMES P</u>	2. Date of Event Requiring Statement (Month/Day/Year) 11/12/2004		3. Issuer Name and Ticker or Trading Symbol Advaxis, Inc. [GXPT]					
(Last) (First) (Middle) C/O ADVAXIS, INC.			4. Relationship of Reporting Perso (Check all applicable) X Director	on(s) to Issue 10% Owne		5. If Amendment, Da Month/Day/Year) 11/12/2004	ate of Original Filed	
212 CARNEGIE CENTER, SUITE 206			Officer (give title below)	Other (specify below)		6. Individual or Joint/Group Filing (Check		
(Street)					1	Applicable Line) X Form filed b	y One Reporting Person	
PRINCETON NJ 08540						Form filed b Reporting P	y More than One erson	
(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. Ownersh Form: Direc or Indirect ((Instr. 5)	:t (D) (II	Nature of Indirect nstr. 5)	ture of Indirect Beneficial Ownership . 5)	
Common Stock			2,820,576	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/	ate	3. Title and Amount of Securit Underlying Derivative Securit	urity (Instr. 4) Con or E		cise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivativ Security			
Warrant	11/12/2004 ⁽¹⁾	11/12/2009	Common Stock	147,716	0.4	D		
Warrant	11/12/2004	12/31/2009	Common Stock	8,910	0.195	2 D		
Warrant	11/12/2004	12/31/2009	Common Stock	27,641	0.195	2 D		
Options	05/29/2003 ⁽²⁾	05/29/2013	3 Common Stock	56,349	0.35	D		

Explanation of Responses:

1. Not exercisable if the Reporting Person's beneficial ownership would exceed 4.999% of the issued and outstanding common stock of the Issuer.

2. The options are fully vested.

/s/ James Patton

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

OMB APPROVAL

01/21/2005 Date