

☐ 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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MOORE THOMAS A</u>  (Last) (First) (Middle) <u>C/O ADVAXIS, INC.,</u> <u>305 COLLEGE ROAD EAST</u>  (Street) <u>PRINCETON NJ 08540</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Advaxis, Inc. [ ADXS ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>07/05/2012</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <div>CHAIRMAN / CEO</div> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		D			191,334	(1)	08/15/2012	Common Stock	191,334	(2)	0	D	
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		D			2,798,765	(1)	10/17/2012	Common Stock	2,798,765	(2)	0	D	
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		D			7,674,512	(1)	08/29/2014	Common Stock	7,674,512	(2)	0	D	
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		D			400,000	(1)	05/18/2017	Common Stock	400,000	(2)	0	D	
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		A		191,334		(3)	(4)	Common Stock	191,334	(2)	191,334	D	
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		A		2,798,765		(3)	(4)	Common Stock	2,798,765	(2)	2,798,765	D	
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		A		7,674,512		(3)	08/29/2014	Common Stock	7,674,512	(2)	7,674,512	D	
Common Stock Warrants (right to buy)	\$0.15	07/05/2012		A		400,000		(3)	05/18/2017	Common Stock	400,000	(2)	400,000	D	

Explanation of Responses:

1. Immediately
2. On July 5, 2012, Advaxis, Inc. (the "Company") entered into an Exchange Agreement (the "Exchange Agreement") with the Reporting Person pursuant to which the Reporting Person disposed of warrants to purchase an aggregate of 11,064,611 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), in exchange for warrants to purchase an aggregate of 11,064,611 shares of Common Stock (the "Exchanged Warrants") in a transaction exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
3. None of the Exchanged Warrants may be exercised until the Company has filed an amendment to its certificate of incorporation to increase the authorized number of shares of Common Stock in such a manner as to permit the exercise, in full, of the Exchanged Warrants.
4. The expiration date of these Exchanged Warrants shall be the date that is two years following the date that the Company initially files an amendment to its certificate of incorporation to increase the authorized number of shares of Common Stock in such a manner as to permit the exercise, in full, of the Exchanged Warrants.

/s/ Thomas A. Moore07/09/2012

\*\* Signature of Reporting PersonDate

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 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).**

**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.**