

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>APPEL RONI</u> (Last) (First) (Middle) <u>C/O ADVAXIS, INC., TECHNOLOGY CENTER</u> <u>OF NJ, 675 US HIGHWAY ONE</u> (Street) <u>NORTH</u> <u>NJ</u> <u>08902</u> <u>BRUNSWICK</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Advaxis, Inc. [ADXS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	01/25/2006		P		238,095	A	\$0.185	2,620,760 ⁽¹⁾	D	
Common Stock	11/03/2006		I		355,528 ⁽²⁾	A	\$0.19	2,976,288	D	
Common Stock	01/03/2007		P		1,000,000	A	\$0.2	3,976,288	D	

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				
Option	\$0.217	12/31/2005		A		1,173,179		12/31/2005 ⁽³⁾	04/01/2015	Common Stock	1,173,179	\$0.217	2,287,523 ⁽⁴⁾	D	
Option	\$0.3549	11/03/2006		I		91,567 ⁽⁵⁾		11/02/2002	11/01/2012	Common Stock	91,567	\$0.3549	2,379,090 ⁽⁵⁾	D	
Warrants	\$0.4	11/03/2006		I		355,528 ⁽⁶⁾		11/12/2004	11/10/2009	Common Stock	355,528	\$0.4	428,558	D	
Warrants	\$0.1952	11/03/2006		I		57,913 ⁽⁶⁾		11/12/2004	12/31/2009	Common Stock	57,913	\$0.1952	486,471	D	

Explanation of Responses:

- This amount does not include 355,528 shares previously held by Carmel Ventures Inc. of which the reporting person is the sole shareholder.
- These shares were held by Carmel Ventures, Inc., which was dissolved during year 2006, and the assets are in the process of being transferred to Mr. Appel, a sole shareholder. Mr. Appel previously reported these shares as indirectly owned on Form 3.
- The options are fully vested.
- This amount does not include (a.) warrants to purchase an aggregate 73,030 shares of common stock held directly by reporting person and included elsewhere in this report, and (b.) warrants to purchase an aggregate 413,441 shares of common stock and options to purchase an aggregate of 91,567 shares of common stock held by Carmel Ventures, Inc. of which the reporting person is the sole shareholder, and which are included elsewhere in this report.
- These options were held by Carmel Ventures, Inc., which was dissolved during year 2006, and the assets are in the process of being transferred to Mr. Appel. Mr. Appel previously reported these shares as indirectly owned on Form 3. The options are fully vested. This amount does not include (a.) warrants to purchase an aggregate 73,030 shares of common stock held directly by reporting person and included elsewhere in this report, and (b.) warrants to purchase an aggregate 413,441 shares of common stock held by Carmel Ventures, Inc. of which the reporting person is the sole shareholder, and which are included elsewhere in this report.
- These warrants were held by Carmel Ventures, Inc., which was dissolved during year 2006, and the assets are in the process of being transferred to Mr. Appel. Mr. Appel previously reported these shares as indirectly owned on Form 3.

/s/ Roni Appel

01/10/2007

** Signature of Reporting Person

Date

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.

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