

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Rosenblum Mark J</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO, SVP and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2012</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	05/14/2012		A		686,275	A	(1)(2)	686,275	I	See Footnote ⁽³⁾
Common Stock								5,645 ⁽⁴⁾	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
Convertible Promissory Note	\$0.15	05/14/2012		D			\$58,823.53	(5)	10/31/2012	Common Stock	392,157	(1)(2)	\$0	I	See Footnote ⁽³⁾
Common Stock Warrants (right to buy)	\$0.15	05/14/2012		D			196,078	(5)	10/31/2014	Common Stock	196,078	(1)(2)	0	I	See Footnote ⁽³⁾

Explanation of Responses:

- On May 14, 2012, Advaxis, Inc. (the "Company") entered into an Exchange Agreement with the Reporting Person pursuant to which the Reporting Person received 686,275 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") in exchange for (i) surrendering to the Company a convertible promissory note of the Company with an outstanding principal amount of \$58,823.53 which was convertible into 392,157 shares of Common Stock and warrants to purchase an aggregate of 196,078 shares of Common Stock, (Continued in Footnote 2)
- (Continued from Footnote 1) and (ii) amending the Note Purchase Agreement, dated as of October 28, 2011, between the Company and the Reporting Person, to terminate (x) the Reporting Person's right to liquidated damages if the Company failed for any reason to satisfy the current public information requirement under Rule 144(c) promulgated under the Securities Act of 1933, as amended, (y) the Reporting Person's right to participate in any proposed or intended issuance or sale or exchange of the Company's securities, and (z) the prohibition on the Company's ability to effect, or enter into an agreement to effect, any issuance of the Company's securities for cash consideration involving a variable rate transaction.
- The Reporting Person owns these securities indirectly through the Mark J. Rosenblum IRA.
- Represents 5,645 shares of Common Stock acquired under the Advaxis, Inc. 2011 Employee Stock Purchase Plan.
- Immediately.

/s/ Mark J. Rosenblum 05/16/2012

** 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.

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.