Advaxis, Inc. Form 4 February 02, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(C:+-)

Stock

(Print or Type Responses)

(Ctata)

(7:n)

1. Name and Address of Reporting Person * Bonstein Sara			2. Issuer Name and Ticker or Trading Symbol Advaxis, Inc. [ADXS]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
305 COLLEGE ROAD EAST		AST	(Month/Day/Year) 01/31/2017	Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PRINCETON, NJ 08540				Form filed by More than One Reporting Person			

(City)	(State) (A	Table Table	I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties Ac	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	sposed	l of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/31/2017		A	250 (1)	A	\$ 8.96	126,931	D	
Common	01/31/2017		F	56 <u>(2)</u>	D	\$ 9.06	126,875	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

8.96

Edgar Filing: Advaxis, Inc. - Form 4

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or Exercise (Instr. 3) Price of		or Exercise Price of Derivative	• •	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ive ies ed		Underly Securiti	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Bonstein Sara 305 COLLEGE ROAD EAST PRINCETON, NJ 08540

Chief Financial Officer

Signatures

/s/ Daniel O'Connor, as attorney-in-fact for Sara Bonstein

02/02/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- 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).
- The reporting person purchases restricted stock directly from the Company at market price on the last trading day of the month pursuant
- to an arrangement that was approved by the Compensation Committee of the Company's Board of Directors in a manner that satisfied Exchange Act Rule 16b-3(d).
- (2) Represents shares forfeited by the reporting person in order to pay withholding taxes associated with the stock issuances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2