

FLAMM SCOTT
Form 3/A
December 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>FLAMM SCOTT</p> <p>(Last) (First) (Middle)</p> <p>C/O ADVAXIS, INC, 212 CARNEGIE CENTER SUITE 206</p> <p>(Street)</p> <p>PRINCETON, NJ 08540</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/31/2004</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Advaxis, Inc. [ADXS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/16/2004</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	125,772	D	By Flamm Family Partners LP of which the Reporting Person is the controlling person
Common Stock	2,585,094	I	

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	11/12/2004 ⁽¹⁾	11/12/2009	Common Stock	125,772	\$ 0.4	D	Â
Warrant	11/12/2004	12/31/2009	Common Stock	31,184	\$ 0.1952	D	Â
Warrant	11/12/2004	12/31/2009	Common Stock	8,910	\$ 0.1952	I	By Flamm Family Partners, LP
Warrant	11/12/2004	12/31/2009	Common Stock	36,231	\$ 0.1952	I	By Flamm Family Partners, LP
Options	05/29/2003 ⁽²⁾	05/29/2013	Common Stock	91,567	\$ 0.3549	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLAMM SCOTT C/O ADVAXIS, INC 212 CARNEGIE CENTER SUITE 206 PRINCETON, NJ 08540	Â X	Â	Â	Â

Signatures

/s/ Scott Flamm 12/12/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Not exercisable if Reporting Person's beneficial ownership would exceed 4.999% of the issued and outstanding Common Stock.

(2) The options are fully vested.

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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