

Advaxis, Inc.
Form 4
January 03, 2017

FORM 4

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

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bonstein Sara

(Last) (First) (Middle)

305 COLLEGE ROAD EAST

(Street)

PRINCETON,, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Advaxis, Inc. [ADXSI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	12/30/2016		A	Amount 50,000 (1)	(A) or (D) A \$ 0	131,963	D
Common Stock	12/30/2016		S	5,520 (2)	\$ 7.37 (3)	126,443	D
Common Stock	12/30/2016		A	427 (4)	\$ 7.16	126,870	D
Common Stock	12/30/2016		F	189 (5)	\$ 7.16	126,681	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bonstein Sara 305 COLLEGE ROAD EAST PRINCETON,, NJ 08540			Chief Financial Officer	

Signatures

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

01/03/2017

__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).

Represents a promotional award granted to the reporting person by the Compensation Committee of the Company's Board of Directors.

- (1) The awards vests one-fourth immediately, one-fourth on December 30, 2017, one-fourth on December 30, 2018, and will be fully vested on December 30, 2019.

- (2) In connection with the vesting of 12,500 shares on December 30, 2016, a total of 5,520 of such shares were withheld by the Company in order to satisfy the reporting person's tax withholding obligations. The reporting person had no discretion with respect to such sale, which was conducted automatically in accordance with the issuer's corporate policies.

- (3) Reflects the weighted average sale price. The range of prices for such transaction is \$7.36 to \$7.38. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full

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information regarding the number of shares sold at each separate price.

- (4) 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).

- (5) Represents shares forfeited by the reporting person in order to pay withholding taxes associated with the stock issuance.

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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