

Advaxis, Inc.
Form 4/A
October 29, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Connor Daniel

(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)
01/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
07/10/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock | 01/31/2013 | | A | | 2,061 | A | \$ 7.12 (1) |
| | | | | | | | \$ |
| Common stock | 02/28/2013 | | A | | 1,090 | A | 13.37 (1) |
| | | | | | | | \$ |
| Common stock | 03/31/2013 | | A | | 1,240 | A | 11.75 (1) |
| | | | | | | | \$ |
| Common stock | 04/30/2013 | | A | | 1,440 | A | 10.12 (1) |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------------|-----------------------|---|
| Common stock | 05/20/2013 | C | 21,091 | A | \$ 3.16 | 31,802 ⁽²⁾ | D |
| Common stock | 05/31/2013 | A | 2,381 | A | \$ 6.12 ⁽¹⁾ | 34,183 | D |
| Common stock | 06/30/2013 | A | 2,917 | A | \$ 5 ⁽¹⁾ | 37,100 | 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| O'Connor Daniel 305 COLLEGE ROAD EAST PRINCETON, NJ 08540 | X | | Chief Executive Officer | |

Signatures

/s/ Mark J. Rosenblum for Daniel O'Connor 10/29/2013

 **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).
 - (1) Represents earned but unissued post-split shares beneficially held by the reporting person and inadvertently omitted from the reporting person's original Form 4 and subsequent Form 4s filed by the reporting person after his original Form 4 was filed. The reporting person received these shares in lieu of cash compensation. Price reflects the average monthly closing price used to calculate the amount of shares earned. Such shares have been earned by the reporting person but not yet issued by the issuer.
 - (2) Amount reported on original Form 4 in this column after conversion of the promissory notes inadvertently included shares not beneficially held by the reporting person. This amendment corrects that technical error.

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.