

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)

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

**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	Â
Common Stock	2,585,094	I	By Flamm Family Partners LP of which the Reporting Person is the controlling person

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

SEC 1473 (7-02)

**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 control number.**

**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 <sup>(1)</sup>	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 <sup>(2)</sup>	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.

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.