

ALFACELL CORP
Form 4
October 21, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MUNIZ CHARLES

(Last) (First) (Middle)

**C/O ALFACELL
CORPORATION, 300 ATRIUM
DRIVE**

(Street)

SOMERSET, NJ 08873

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ALFACELL CORP [ACEL.PK]

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) **President, CEO and CFO**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |

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

**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
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SEC 1474
(9-02)

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. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amo Underlying Secur |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | | |
|--------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|-----------------|-----------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Common stock (right to buy) ⁽¹⁾ | \$ 0.34 | 10/19/2009 | A | | 500,000 | | ⁽²⁾ | 10/19/2019 | Common stock | 5 |
| Convertible note | \$ 0.15 | 10/19/2009 | P | | \$ 1,000,000 | | 10/19/2009 | ⁽³⁾ | Common stock | 6, |
| Common stock warrants (right to buy) | \$ 0.15 | 10/19/2009 | P | | 6,666,666 | | 10/19/2009 | 10/19/2012 | Common stock | 6, |
| Common stock warrants (right to buy) | \$ 0.25 | 10/19/2009 | P | | 6,666,666 | | 10/19/2009 | 10/19/2014 | Common stock | 6, |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| MUNIZ CHARLES C/O ALFACELL CORPORATION 300 ATRIUM DRIVE SOMERSET, NJ 08873 | X President, CEO and CFO |

Signatures

/s/ Charles
Muniz 10/21/2009

 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) Issued under the Company's 2004 Stock Incentive Plan and qualified under Rule 16b-3(d).
- (2) These options shall vest as to 33.33% on October 19, 2010; 33.33% on October 19, 2011 and the remaining unvested portion on October 19, 2012.
- (3) The notes are convertible into shares of common stock at the option of the reporting person at any time prior to the date on which the issuer makes payment in full of all amounts outstanding under the note.

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- (4) The reported securities are included within units purchased by the reporting person, each unit consisting of (i) \$50,000 principal amount of senior secured convertible promissory notes convertible into shares of common stock at a conversion price of \$0.15 per share, (ii) warrants to purchase in the aggregate that number of shares of common stock initially issuable upon conversion of the aggregate amount of notes issued as part of the unit at an exercise price of \$0.15 per share and (iii) warrants to purchase in the aggregate that number of shares of common stock initially issuable upon conversion of the aggregate amount of notes issued as part of the unit at an exercise price of \$0.25 per share.

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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