

CEL SCI CORP  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

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

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 \*  
TALOR EYAL

(Last) (First) (Middle)  
8229 BOONE BLVD, STE 802  
(Street)

VIENNA, VA 22182

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CEL SCI CORP [cvm]

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2008

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)  
Senior Vice President

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)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	12/31/2008		A		\$ 1,428	A	D
					0.28		

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 number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

2

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

The D3 Family Bulldog Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  x

(b)  o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER  
EACH

REPORTING 2,143,766 common shares (7.6%)

PERSON 9 SOLE DISPOSITIVE POWER  
WITH

0

10 SHARED DISPOSITIVE POWER

2,143,766

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 2,143,766; for all reporting persons as a group, 3,252,044 shares (11.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

The D3 Family Canadian Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(c)

(d)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER  
EACH

REPORTING 129,931 common shares (0.5%)

PERSON 9 SOLE DISPOSITIVE POWER  
WITH

0

10 SHARED DISPOSITIVE POWER

129,931

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 129,931; for all reporting persons as a group, 3,252,044 shares (11.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

The DIII Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER  
EACH

REPORTING 446,056 common shares (1.6%)

PERSON 9 SOLE DISPOSITIVE POWER  
WITH

0

10 SHARED DISPOSITIVE POWER

446,056

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 446,056; for all reporting persons as a group, 3,252,044 shares (11.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

Nierenberg Investment Management Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER  
EACH

REPORTING 3,252,044 shares (11.5%)

PERSON 9 SOLE DISPOSITIVE POWER  
WITH

0

10 SHARED DISPOSITIVE POWER

3,252,044 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 3,252,044; for all reporting persons as a group, 3,252,044 shares (11.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Nierenberg Investment Management Offshore, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER  
EACH

REPORTING 446,056 common shares (1.6%)

PERSON 9 SOLE DISPOSITIVE POWER  
WITH

0

10 SHARED DISPOSITIVE POWER

446,056 common shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 446,056; for all reporting persons as a group, 3,252,044 shares (11.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14 TYPE OF REPORTING PERSON

CO

7

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1 NAME OF REPORTING PERSONS

David Nierenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	3,252,044 common shares (11.5%)	
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
	0	
	10	SHARED DISPOSITIVE POWER

3,252,044

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 3,252,044; for all reporting persons as a group, 3,252,044 shares (11.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 13 to Schedule 13D amends the below-indicated Item from the Schedule 13D, as amended, previously filed by or on behalf of the undersigned parties (the “Reporting Persons”) by supplementing such Item with the information below:

Item 5. Interest in Securities of the Issuer.

(a, b) The Reporting Persons, in the aggregate, beneficially own 3,252,044 Shares, constituting approximately 11.5% of the outstanding Shares.

(c) During the past 60 days the following sales of Shares were made by the Reporting Persons named below in open market transactions:

Fund	Transaction Date	Shares Sold	Price
DIII Offshore Fund, LP	01/04/2010	26,270	15.01
D3 Family Bulldog Fund, LP	01/05/2010	3,000	14.96
DIII Offshore Fund, LP	01/05/2010	9,501	14.96
DIII Offshore Fund, LP	01/13/2010	100,000	14.36
D3 Family Bulldog Fund, LP	01/14/2010	45,400	14.56
D3 Family Bulldog Fund, LP	01/15/2010	38,340	14.50
D3 Family Fund, LP	01/19/2010	7,500	14.58
D3 Family Bulldog Fund, LP	01/19/2010	70,031	14.58
D3 Family Fund, LP	01/20/2010	10,500	14.61
D3 Family Bulldog Fund, LP	01/20/2010	39,458	14.61

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

D3 Family Fund, L.P., D3 Bulldog Fund, L.P., and  
D3 Family Canadian Fund, L.P.

By: Nierenberg Investment  
Management Company, Inc.

Its: General Partner

January 21, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment  
Management  
Offshore, Inc.

Its: General Partner

January 21, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

Nierenberg Investment Management Company,  
Inc.

January 21, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

Nierenberg Investment Management Offshore,  
Inc.

January 21, 2010

By: /s/ David Nierenberg  
David Nierenberg, President

January 21, 2010

/s/ David Nierenberg  
David Nierenberg