Edgar Filing: CANCERVAX CORP - Form 4

CANCERVA Form 4	AX CORP										
February 11,	2005										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB	PROVAL 3235-0287		
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed prinue.	oursuant to 17(a) of the	Washington, D.C. 20549 NT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						Number:January 31Expires:2005Estimated averageburden hours perresponse0.5		
(Print or Type F	Responses)										
PETRICCIANI JOHN Sy				Name and		-		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2005					Director 10% Owner X Officer (give title Other (specify below) below) Sr.VP, Medical & Regulatory		
				endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CARLSBAI	D, CA 92008							Form filed by M Person	Nore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securiti on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	02/09/2005			А	11,250	A	\$ 0 (2)	11,250	D		

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.

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisat Expiration Date (Month/Day/Yea		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 7.93	02/09/2005		A	58,800	03/09/2005 <u>(3)</u>	02/08/2015	Common Stock	58,800
Stock Option (right to buy)	\$ 7.93	02/09/2005		А	33,750	<u>(5)</u>	02/08/2015	Common Stock	33,750

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
PETRICCIANI JOHN 2110 RUTHERFORD RD. CARLSBAD, CA 92008			Sr.VP, Medical & Regulatory				
Signatures							

Date

/s/Hazel M. Aker 02/11/2005 Attorney-in-fact

**Signature of Reporting Person

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) All shares shall be released from the Company's repurchase option upon the submission of a Biologics License Application for Canvaxin(TM).
- (2) The purchase price is equal to \$0.00004.
- (3) 1/48 vest monthly beginning on 03/09/2005.
- (4) Not applicable to this transaction.

11,250 shares vest upon the successful completion of all conformance lots required for submission of a Biologics License Application

(5) (BLA) for Canvaxin(TM) and 22,500 shares vest upon the approval of a BLA or equivalent marketing authorization for Canvaxin(TM) in the U.S. or E.U.

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.