CANCERVAX CORP

Form 4 June 24, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Silverman Jeffrey Steven Issuer Symbol CANCERVAX CORP [CNVX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 2110 RUTHERFORD ROAD 06/23/2005 below) VP, Manufacturing Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CARLSBAD, CA 92008 Person (City) (State) (Zip)

(City)	(State)	Table	e I - Non-Do	erivative S	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acq	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	06/23/2005		A	11,350	A	<u>(2)</u>	11,350	D	

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

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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 or 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 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)	\$ 2.81	06/23/2005		A	50,000	06/23/2006(3)	06/22/2015	Common Stock	50,000
Stock Option (right to buy)	\$ 2.81	06/23/2005		A	33,750	06/23/2005(5)	06/22/2015	Common Stock	33,750

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

Silverman Jeffrey Steven 2110 RUTHERFORD ROAD CARLSBAD, CA 92008

VP, Manufacturing Operations

Signatures

/s/ Hazel M. Aker

Attorney-in-fact 06/24/2005

**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) 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) 12,500 shares vest on 06/23/2006, and 1/36 of the remaining shares vest monthly over the next 36 months thereafter.
- (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.
- (6) Not applicable to this transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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