

ALFACELL CORP
Form 4
October 21, 2009

FORM 4

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

OMB APPROVAL

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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 *
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 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)	Code	V	Amount	(D)	Price

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

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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 Amount of Underlying Security
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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	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Common stock (right to buy) ⁽¹⁾	\$ 0.34	10/19/2009	A	500,000		<u>(2)</u>	10/19/2019	Common stock	5
Convertible note	\$ 0.15	10/19/2009	P	\$ 1,000,000		10/19/2009	<u>(3)</u>	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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