## Edgar Filing: ALFACELL CORP - Form 4

ALFACEL	L CORP									
Form 4 January 03	2008									
•								OMB A	PPROVAL	
FORI	VI 4 UNITED	STATES					COMMISSION	ONIB	3235-0287	
Check this box Washington, D.C. 20549							Number: Expires:	January 31,		
if no lo subject Section	to <b>SIAIE</b> 16.	MENT OF	CHAN	Estimated burden hor	urs per					
Form 4 Form 5 obligat may co <i>See</i> Ins 1(b).	Filed put	(a) of the P	ublic U	Jtility Hol	lding Co		nge Act of 1934, of 1935 or Sectio 940	response on	. 0.5	
(Print or Type	e Responses)									
1. Name and Address of Reporting Person <u>*</u> BRANCACCIO JOHN P			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	irst) (Middle) 3. Date of Earliest Tra			_	-	(Che	k all applicable)		
C/O ALFA				Day/Year)	Turistiction		X Director Officer (give below)		% Owner ner (specify	
	4. If Amendment, Date Original Filed(Month/Day/Year)			al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
SOMERS	ET, NJ 08873							More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	e Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemer Execution I any (Month/Day	Date, if		Disposed	l (A) or l of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: R	eport on a separate line	e for each cla	iss of sec	urities bene	ficially ow	ned directly o	or indirectly.			
					inforı requi	mation cont red to respo ays a curre	spond to the collec ained in this form ond unless the for ntly valid OMB con	are not m	SEC 1474 (9-02)	
	Tab					sposed of, or convertible s	Beneficially Owned securities)	I		
1. Title of Derivative		nsaction Date h/Day/Year)			4. Transad	5. Numbe			7. Title and Amount Underlying Securitie	

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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	Amour or Numbe of Shar
Common Stock (right to buy) <u>(1)</u>	\$ 1.72	12/31/2007		А	35,000		12/31/2008 <u>(2)</u>	12/31/2013	Common Stock	35,00

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>			Relationsh		
		Director	10% Owner	Officer	Other
BRANCACCIO JOHN P C/O ALFACELL CORPOR 300 ATRIUM DRIVE SOMERSET, NJ 08873	ATION	X			
Signatures					
/s/ John P.					
Brancaccio	01/03/200	8			
<u>**</u> 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) Granted under the Company's 2004 Stock Incentive Plan and qualified under Rule 16b-3(d).
- (2) The options will vest and become exercisable on December 31, 2008 provided that the reporting person serves continuously on the Company's Board of Directors until such time.

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.