

CANCERVAX CORP
Form 3
June 16, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gallagher Carol Giltner | | (Month/Day/Year) | CANCERVAX CORP [CNVX] | |
| (Last) | (First) | (Middle) | 06/14/2005 | |
| 2110 RUTHERFORD ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CARLSBAD,Â CAÂ 92008 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President, Sales/Marketin | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,854 | D | Â |
| Common Stock ⁽¹⁾ | 11,250 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | 12/01/2004 ⁽²⁾ | 11/30/2013 | Common Stock | 35,000 | \$ 9.19 | D | Â |
| Stock Option (right to buy) | 12/01/2003 ⁽³⁾ | 11/30/2013 | Common Stock | 1,000 | \$ 9.19 | D | Â |
| Stock Option (right to buy) | 04/22/2005 ⁽²⁾ | 04/21/2014 | Common Stock | 15,000 | \$ 11.05 | D | Â |
| Stock Option (right to buy) | 03/09/2005 ⁽⁴⁾ | 02/08/2015 | Common Stock | 33,300 | \$ 7.93 | D | Â |
| Stock Option (right to buy) | 02/09/2005 ⁽⁵⁾ | 02/08/2015 | Common Stock | 33,750 | \$ 7.93 | D | Â |
| Stock Option (right to buy) | 03/08/2005 ⁽⁶⁾ | 03/07/2015 | Common Stock | 1,000 | \$ 6.74 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gallagher Carol Giltner 2110 RUTHERFORD ROAD CARLSBAD, CA 92008 | Â | Â | Â Vice President, Sales/Marketin | Â |

Signatures

/s/ Hazel M. Aker
Attorney-in-fact

06/16/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 1/4 vest on the first anniversary of the date listed and 1/36 vest monthly thereafter.
100% vest upon the earlier to occur of the following events: (a) the completion of enrollment of patients in the Corporation's ongoing Phase 3 clinical trial of Canvaxin(TM) in Stage III melanoma, and the successful completion of three consecutive conformance lots suitable for submission as part of a Biologics License Application for Canvaxin(TM) to the U.S. Food and drug Administration; or (b) on October 31, 2005.
 - (3) 1/48 vest monthly beginning on 03/09/05.
11,250 shares vest upon the successful completion of all conformance lots required for submission of a Biologics License Application (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.
 - (4) 1/48 vest monthly beginning on 03/09/05.
11,250 shares vest upon the successful completion of all conformance lots required for submission of a Biologics License Application (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.
 - (5) Vested immediately.
 - (6) Vested immediately.

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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