#### **CANCERVAX CORP**

Form 4

February 11, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	ddress of Report	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CANCERVAX CORP [CNVX]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
2110 RUTHERFORD RD.			02/09/2005	_X_ Officer (give title Other (specifically)		
				Exec. VP, Marketing & Bus. Dev		
(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		
CARLSBAD, CA 92008				Form filed by More than One Reporting		

(State)

(Zip)

(City)

(City)	(State)	Zip) Table	e I - Non-D	erivative Securities	es Acquired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquon(A) or Disposed of		6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(	any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)  (A) or	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount (D) I	Price (mstr. 5 and 4)		
Common Stock (1)	02/09/2005		A	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 SEC 1474 information contained in this form are not (9-02)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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De Se	Title of crivative curity str. 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. Transaction 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
O <sub>J</sub> (ri	ock otion ght to	\$ 7.93	02/09/2005		A	65,000	03/09/2005(3)	02/08/2015	Common Stock	65,000
O <sub>J</sub> (ri	ock ption ght to	\$ 7.93	02/09/2005		A	33,750	<u>(5)</u>	02/08/2015	Common Stock	33,750

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>Fg</b> •	Director	10% Owner	Officer	Other			
MATTINGLY MARTIN A			Exec. VP,				
2110 RUTHERFORD RD.			Marketing &				
CARLSBAD, CA 92008			Bus. Dev				

# **Signatures**

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

\*\*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) 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.

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