ALFACELL CORP Form 4

October 13, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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

may continue.

See Instruction

Check this box

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(b).

| 1. Name and Address of Reporting Person * SHOGEN KUSLIMA | 2. Issuer Name and Ticker or Trading Symbol ALFACELL CORP [ACEL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|---|---|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | (Check an applicable) | | | |
| 295 CEDAR GROVE LN | (Month/Day/Year) 10/13/2005 | X Director 10% OwnerX Officer (give title Other (specify below) CEO | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SOMERSET, NJ 08873 | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Table | e I - Non-D | erivative Se | curitie | es Acqu | uired, Disposed of | , or Beneficial | ly 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. Securitie on(A) or Disp (Instr. 3, 4) | osed o | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 10/13/2005 | | J | 150,000 | D (1) | <u>(1)</u> | 276,000 (2) | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | , |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SHOGEN KUSLIMA | | | | | | | |
| 295 CEDAR GROVE LN | X | | CEO | | | | |
| SOMERSET NI 08873 | | | | | | | |

Signatures

/s/ Shogen
Kuslima

**Signature of Reporting Person

10/13/2005

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).

The 150,000 shares were pledged in 1997 by Ms. Shogen to secure a loan and the lender is now claiming that such shares were

- transferred by Ms. Shogen to the lender in February 2003. Ms. Shogen denies that such transfer took place and has filed a lawsuit against (1) the lender to resolve this dispute. However, since the lender is alleging that the shares were transferred, Ms. Shogen is filing this Form 4 to reflect the alleged transfer. Ms. Shogen is vigorously maintaining the position that this does not reflect the transfer of shares. If Ms. Shogen is successful in her lawsuit she will file an amendment to this Form 4.
- (2) Such number does not include the 150,000 shares; the nature of which has been described in Note (1) above. Accordingly, Ms. Shogen believes that she maintains beneficial ownership of those shares described in Note 1.

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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