

# TAMIR BIOTECHNOLOGY, INC.

Reported by  
**CARTER STEPHEN**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/23/09 for the Period Ending 10/21/09

Address	300 ATRIUM DRIVE SOMERSET, NJ 08873
Telephone	732-652-4525
CIK	0000708717
Symbol	ACEL
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	07/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>CARTER STEPHEN</b>  <small>(Last) (First) (Middle)</small>  <b>C/O ALFACELL CORPORATION, 300 ATRIUM DRIVE</b>  <small>(Street)</small>  <b>SOMERSET, NJ 08873</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ALFACELL CORP [ ACEL.PK ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>10/21/2009</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)
			Code	V	Amount	(A) or (D)			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common stock (right to buy) (1)	\$1.49	10/21/2009		D		5000	(2)	2/8/2013 (2)	Common stock	5000	(2)	0	D		
Common stock (right to buy) (1)	\$1.49	10/21/2009		A		5000	(2)	10/21/2009 (2) 2/8/2013 (2)	Common stock	5000	(2)	5000	D		
Common stock (right to buy) (1)	\$1.72	10/21/2009		D		25000	(2)	12/31/2013 (2)	Common stock	25000	(2)	0	D		
Common stock (right to buy) (1)	\$1.72	10/21/2009		A		25000	(2)	10/21/2009 (2) 12/31/2013 (2)	Common stock	25000	(2)	25000	D		
Common stock (right to buy) (1)	\$.24	10/21/2009		D		25000	(2)	12/31/2014 (2)	Common stock	25000	(2)	0	D		
Common stock (right to buy) (1)	\$.24	10/21/2009		A		25000	(2)	10/21/2009 (2) 12/31/2014 (2)	Common stock	25000	(2)	25000	D		

**Explanation of Responses:**

- (1) Issued under the Company's 2004 Stock Incentive Plan and qualified under Rule 16b-3(d).
- (2) The reported transactions involved an amendment of the exercise period of an outstanding option award, resulting in the deemed

cancellation, for purposes of Section 16, of the "existing" option and the grant of a "replacement" option. The existing option had an exercise period of 6 years from the initial date of grant provided that, if the reporting person left the company's board of directors, the option was exercisable for one year from such date. The existing option was amended to provide that if the reporting person leaves the company's board of directors, the option will be exercisable for two years from the date such person leaves the board. The existing option was also amended to provide that the option is immediately exercisable as of the date of amendment.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CARTER STEPHEN C/O ALFACELL CORPORATION 300 ATRIUM DRIVE SOMERSET, NJ 08873</b>	<b>X</b>			

**Signatures**

/s/ Stephen Carter

10/23/2009

\*\* Signature of Reporting Person

Date

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

\* 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).

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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