YOUNG PETER R Form 4

December 27, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* YOUNG PETER R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

CEL SCI CORP [cvm] 3. Date of Earliest Transaction

X\_ Director 10% Owner

8229 BOONE BLVD, STE 802

(First)

(Month/Day/Year) 12/18/2012

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

VIENNA, VA 22182

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Securities	Expiration Date	Ţ
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day/Year)	(
(Instr 3)	Price of		(Month/Day/Year)	(Instr 8)	Disposed of (D)		

7. Title and A Underlying S (Instr. 3 and 4

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Derivative Security			(Instr. 3, 4, and 5)							
		Security		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Op	tions	\$ 0.28	12/18/2012	A		500,000		12/18/2013(1)	12/17/2022	Common Stock
Op	tions	\$ 0.22	12/18/2012	D			146,666	04/01/2004	04/01/2013	Common Stock
Op	tions	\$ 0.28	12/18/2012	A		146,666 (2)		12/18/2012	12/17/2017	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
YOUNG PETER R 8229 BOONE BLVD STE 802 VIENNA, VA 22182	X					

### **Signatures**

Peter Young 12/27/2012

\*\*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) Equally and annually over 5 years
- (2) Replacement of cancelled options at higher exercise price in return for extended expiration date.

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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