

ALFACELL CORP  
Form 4  
January 27, 2006

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCash Family Limited Partnership

(Last) (First) (Middle)

N3810 S. GRAND OAK DRIVE

(Street)

IRON MOUNTAIN, MI 49801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALFACELL CORP [ACEL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 01/26/2006                           |  | X                              | V Amount A  | \$ 200,000 1.5  | 2,721,562  | D                                 |

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

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SEC 1474 (9-02)

**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 Derivative Security (Instr. 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 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 of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Common Stock Warrants (right to buy)       | \$ 1.5   | 01/26/2006                           |  | X                              | 50,000  |     | 07/07/2001   | 07/07/2006      | Common Stock  | 50,000                     |
| Common Stock Warrants (right to buy)       | \$ 1.5   | 01/26/2006                           |  | X                              | 30,000  |     | 07/07/2001   | 07/07/2006      | Common Stock  | 30,000                     |
| Common Stock Warrants (right to buy)       | \$ 1.5   | 01/26/2006                           |  | X                              | 30,000  |     | 07/07/2001   | 07/07/2006      | Common Stock  | 30,000                     |
| Common Stock Warrants (right to buy)       | \$ 1.5   | 01/26/2006                           |  | X                              | 30,000  |     | 07/07/2001   | 07/07/2006      | Common Stock  | 30,000                     |
| Common Stock Warrants (right to buy)       | \$ 1.5   | 01/26/2006                           |  | X                              | 30,000  |     | 07/07/2001   | 07/07/2006      | Common Stock  | 30,000                     |
| Common Stock Warrants (right to buy)       | \$ 1.5   | 01/26/2006                           |  | X                              | 30,000  |     | 07/07/2001   | 07/07/2006      | Common Stock  | 30,000                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McCash Family Limited Partnership  
N3810 S. GRAND OAK DRIVE  
IRON MOUNTAIN, MI 49801

X

## Signatures

/s/ Michael J.

McCash

01/27/2006

    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).

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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