

Edgar Filing: McCash James O - Form SC 13G/A

McCash James O  
Form SC 13G/A  
February 09, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Rule 13d-102

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Alfacell Corporation

-----  
(Name of Issuer)

Common Stock, \$.001 par value per share

-----  
(Title of Class of Securities)

015404106

-----  
(CUSIP Number)

12/31/2005

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

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\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the Notes).

Page 1 of 5 Pages

CUSIP No. 015404106

-----  
(1) Names and I.R.S. Identification Nos.(entities only) of reporting persons.

McCash, James O.

-----  
(2) Check the appropriate box if a member of a group (see instructions) (a)   
(b)

-----  
(3) SEC use only.

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(4) Citizenship or place of organization.

James O. McCash is an American citizen & a resident of the State of Michigan

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:  
3,362,734 shares, of which 53,668 shares held by James O. McCash directly and 3,309,066 shares held by the James O. McCash Trust (includes 120,000 shares subject to warrants). (1)

(6) Shared voting power:  
0

(7) Sole dispositive power:  
3,362,734 shares, of which 53,668 shares held by James O. McCash directly and 3,309,066 shares held by the James O. McCash Trust (includes 120,000 shares subject to warrants). (1)

(8) Shared dispositive power:  
0

(9) Aggregate amount beneficially owned by each reporting person.

3,362,734 shares, of which 53,668 shares held by James O. McCash directly and 3,309,066 shares held by the James O. McCash Trust (includes 120,000 shares subject to warrants). (1)

(10) Check if the aggregate amount in Row (9) excludes certain shares  (see instructions).

(11) Percent of class represented by amount in Row 9.

9.14%

(12) Type of reporting person (see instructions).

IN

(1) (a) 3,309,066 of these shares are held by the James O. McCash Trust, for which this Reporting Person is the Trustee. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this statement shall not be deemed an admission of beneficial ownership of the reported shares for any purpose.

(b) On October 10, 2005, 320,157 shares of common stock held by the James O. McCash Trust were gifted by the Reporting Person to others.

(c) Between October 26, 2005 and December 7, 2005, a total of 29,900 shares of common stock were purchased on the open market in the name of the James O. McCash Trust, on the following dates and in the following amounts: 10,000 shares on October 26, 2005, 6,900 shares on October 29, 2005, 3,100 shares on November 30, 2005, 5,000 shares on December 2, 2005, and 4,900 shares on December 7, 2005.

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-----  
(1) Names and I.R.S. Identification Nos.(entities only) of reporting persons.

James O McCash Trust

-----  
(2) Check the appropriate box if a member of a group (see instructions) (a)  |  
(b)  |

-----  
(3) SEC use only.

-----  
(4) Citizenship or place of organization.

The Trust was formed pursuant to the laws of the State of Michigan.

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Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:  
3,309,066 (includes 120,000 shares subject to warrants). (1)

(6) Shared voting power:  
0

(7) Sole dispositive power:  
3,309,066 (includes 120,000 shares subject to warrants). (1)

(8) Shared dispositive power:  
0

-----  
(9) Aggregate amount beneficially owned by each reporting person.

3,309,066 (includes 120,000 shares subject to warrants). (1)

-----  
(10) Check if the aggregate amount in Row (9) excludes certain shares  |  
(see instructions).

-----  
(11) Percent of class represented by amount in Row 9.

9.0%

-----  
(12) Type of reporting person (see instructions).

00

-----  
(1) (a) On October 10, 2005, 320,157 shares of common stock held by the James O. McCash Trust were gifted by the Reporting Person to others.  
(b) Between October 26, 2005 and December 7, 2005, a total of 29,900 shares of common stock were purchased on the open market in the name of the James O. McCash Trust, on the following dates and in the following amounts: 10,000 shares on October 26, 2005, 6,900 shares on October 29, 2005, 3,100 shares on November 30, 2005, 5,000 shares on December 2, 2005, and 4,900 shares on December 7, 2005.

Page 3 of 5 Pages

Item 1(a). Name of Issuer:

Edgar Filing: McCash James O - Form SC 13G/A

Alfacell Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

225 Belleville Avenue  
Bloomfield, NJ 07003

Item 2(a). Name of Person Filing:

McCash, James O.

Item 2(b). Address or Principal Business Office or, If None, Residence:

N3820 S. Grand Oak Drive, Iron Mountain, MI 49801

Item 2(c). Citizenship:

James O. McCash is an American citizen & a resident of the State of Michigan

Item 2(d). Title of Class of Securities:

Common Stock, \$.001 par value per share

Item 2(e). CUSIP No.:

015404106

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c),

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check this box.

Item 4. Ownership

- (a) Amount beneficially owned:  
3,362,734 shares, of which 53,668 shares held by James O. McCash directly and 3,309,066 shares held by the James O. McCash Trust (includes 120,000 shares subject to warrants).
- (b) Percent of class:  
9.14%
- (c) Number of shares as to which such person has:
- (i) Sole power to direct the vote  
3,362,734 shares, of which 53,668 shares held by James O. McCash directly and 3,309,066 shares held by the James O. McCash Trust (includes 120,000 shares subject to warrants).
- (ii) Shared power to direct the vote  
0
- (iii) Sole power to dispose or direct the disposition of  
3,362,734 shares, of which 53,668 shares held by James O. McCash directly and 3,309,066 shares held by the James O. McCash Trust (includes 120,000 shares subject to warrants).
- (iv) Shared power to dispose or direct the disposition of  
0

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications

N/A

Page 4 of 5 Pages

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Edgar Filing: McCash James O - Form SC 13G/A

James O. McCash Trust

Date: 02/09/2006

/s/ James O. McCash  
Name: James O. McCash  
Title: Trustee

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, Provided, however, That a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001). (Secs. 3(b), 13(d)(1), 13(d)(2), 13(d)(5), 13(d)(6), 13(g)(1), 13(g)(2), 13(g)(5), 23, 48 Stat. 882, 894, 901; sec. 203(a), 49 Stat. 704; sec. 8, 49 Stat. 1379; sec. 10, 78 Stat. 88a; sec. 2, 82 Stat. 454; secs. 1, 2, 84 Stat. 1497; secs. 3, 10, 18, 89 Stat. 97, 119, 155; secs. 202, 203, 91 Stat. 1494, 1498, 1499; (15 U.S.C. 78c(b), 78m(d)(1), 78m(d)(2), 78m(d)(5), 78m(d)(6), 78m(g)(1), 78m(g)(2), 78m(g)(5), 78w)) [43 FR 18499, Apr. 28, 1978, as amended at 43 FR 55756, Nov. 29, 1978; 44 FR 2148, Jan. 9, 1979; 44 FR 11751, Mar. 2, 1979; 61 FR 49959, Sept. 24, 1996; 62 FR 35340, July 1, 1997; 63 FR 2867, Jan. 16, 1998; 63 FR 15287, Mar. 31, 1998]

Page 5 of 5 Pages