

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-14**

SEC Accession No. **0001214659-09-000161**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **CDEX INC**

CIK: **1173738** | IRS No.: **522336836** | State of Incorporation: **NV** | Fiscal Year End: **1031**  
SIC: **3829** Measuring & controlling devices, nec

Mailing Address  
*1700 ROCKVILLE PIKE  
STE 400  
ROCKVILLE MD 20852*

Business Address  
*1700 ROCKVILLE PIKE  
STE 400  
ROCKVILLE MD 20852  
301-881-0080*

### REPORTING OWNER

#### **McCommon Stephen**

CIK: **1313931**  
Type: **4** | Act: **34** | File No.: **000-49845** | Film No.: **09545042**

Mailing Address  
*C/O APPLIED ENERGETICS,  
INC.  
3716 EAST COLUMBIA ST.,  
STE 120  
TUCSON AZ 85714*

Business Address  
*520-628-7415*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden  
hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>McCommon Stephen</b>			2. Issuer Name and Ticker or Trading Symbol <b>CDEX INC [CEXI.OB]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/14/2009</b>		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
C/O CDEX, INC., 4555 S. PALO VERDE RD. #123			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) <b>TUCSON, AZ 85714</b>						
(City)	(State)	(Zip)				

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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 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
Stock Option (Right to Buy)	\$0.09	01/14/2009		A		100,000		(I)	04/30/2012	Common Stock	100,000	\$ 0	200,000	D	

**Explanation of Responses:**

1. These options vest 40% when the Company has a positive cash flow from operations for one fiscal quarter and the remaining 60% when the Company has a positive cash flow from operations for a second fiscal quarter.

**Signatures**

/s/ Stephen McCommon

\*\* Signature of Reporting Person

01/26/2009

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**