

# 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**  
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### 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

#### **PHILIPS MALCOLM H JR**

CIK: **1310515**  
Type: **4** | Act: **34** | File No.: **000-49845** | Film No.: **09545215**

Mailing Address  
C/O CDEX INC  
1700 ROCKVILLE PIKE SUITE  
400  
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Business Address  
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# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### 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>PHILIPS MALCOLM H JR</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO and COB</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/14/2009</b>					
C/O CDEX INC, 4555, SOUTH PALO VERDE SUITE 123			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(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			
Class A Common Stock, par value \$.005 per share	01/26/2009		C		89,381	A	\$10,725.69	3,321,743	I	See footnote. (2)

**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		175,000		(3)	04/30/2012	Common Stock	175,000	\$ 0	625,000	D	
2007 9% Convertible Loan (1)	\$0.12	01/26/2009		C		\$10,725.69		07/20/2007	04/30/2009	Common Stock	89,381	\$ 0	\$170,400 (1) (2)	I	See footnote. (2)
Warrant (4)	\$0.24	01/26/2009		C		89,381		01/26/2009	01/26/2011	Common Stock	89,381	\$ 0	726,143	I	See footnote (2)

**Explanation of Responses:**

- The loan balance and the underlying shares are subject to adjustment for accrued but unpaid interest. An equal number of warrants will be issuable upon conversion.
- These securities are held through various entities controlled by Mr. Philips.
- 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.

4. Issued upon conversion of principal and accrued interest on a 9% Convertible Loan which was made to the Company in 2007.
5. Subject to adjustment based on the lowest common stock price offered to an investor during specified periods preceding and following the date of loan which would currently be \$0.12 --\$0.40 per share.

**Signatures**

/s/ Malcolm H. Philips, Jr.

\*\* 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.

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