GTX INC /DE/ Form 4 October 02, 2013

#### FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

3235-0287

**OMB APPROVAL** 

Section 16. Form 4 or 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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DALTON J	Symbol	Symbol GTX INC /DE/ [GTXI]			Issuer (Check all applicable)			
(Last)		(Month/I	f Earliest Tr Day/Year)	ansaction		Director X Officer (giv	10%	Owner
FLOOR	ΓA PLAZA, 7TH	10/01/2	013			below)	below) ef Scientific Off	`1
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MEMPHIS,							More than One Re	
(City)	(State)	(Zip) Tab	le I - Non-D	erivative Se	curities A	equired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	10/01/2013		Code V A(1)	Amount 100,000	(A) or (D) Pri A \$ (	Transaction(s) (Instr. 3 and 4)	D	
SIUCK								

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

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 control number.

SEC 1474

(9-02)

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

#### Edgar Filing: GTX INC /DE/ - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and	Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration I	Date	Underlying S	Securiti
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) of	r			
	Derivative				Disposed of (D	))			
	Security				(Instr. 3, 4, and	ĺ			
	Ť				5)				
				Code V	(Α) (Γ	Date Exercisable	Expiration Date	Title	Amou Numl Share
Nonstatutory Stock Option (Right to Buy)	\$ 1.88	10/01/2013		A	100,000	<u>(2)</u>	09/30/2023	Common Stock	100,

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

DALTON JAMES T 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103

VP, Chief Scientific Officer

### **Signatures**

/s/ Henry P. Doggrell, by Power of Attorney 10/02/2013

\*\*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).
- Represents the grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of GTx common (1) stock upon the vesting of the unit. The restricted stock units will vest in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) a change in control of GTx.
- (2) The option vests and is exercisable in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) specified change in control transactions involving GTx.

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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