

STEINER MITCHELL SHUSTER  
 Form 4  
 June 05, 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 \*  
 STEINER MITCHELL SHUSTER

2. Issuer Name and Ticker or Trading Symbol  
 GTX INC /DE/ [GTXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3 N. DUNLAP STREET, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2006

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

Chief Executive Officer

(Street)

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

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

MEMPHIS, TN 38163

(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)
				(A) or (D) Code V Amount Price			
Common Stock	06/01/2006		S <sup>(1)</sup>	7,000 D \$ 8.623 <sup>(2)</sup>	325,000	I	By Joint Account <sup>(3)</sup>
Common Stock	06/02/2006		S <sup>(1)</sup>	7,000 D \$ 8.9376 <sup>(4)</sup>	318,000	I	By Joint Account <sup>(3)</sup>
Common Stock					26,500	D	
Common Stock					26,500	I	By Wife
					4,409,862	I	By LLC

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Common Stock				
Common Stock	198,425	I		By GRAT
Common Stock	100,215	I		By Trust
Common Stock	100,215	I		By Trust
Common Stock	100,215	I		By Trust
Common Stock	100,215	I		By Trust

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.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEINER MITCHELL SHUSTER 3 N. DUNLAP STREET 3RD FLOOR MEMPHIS, TN 38163	X	X	Chief Executive Officer	

## Signatures

/s/ Henry P. Doggrell, by Power of  
Attorney

06/05/2006

\_\_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).
- (1) The sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and his wife on February 23, 2006.
  - (2) An aggregate of 7,000 shares were sold on June 1, 2006 at purchase prices ranging from \$8.55 to \$8.75.
  - (3) Joint account held in the name of the reporting person and his wife.
  - (4) An aggregate of 7,000 shares were sold on June 2, 2006 at purchase prices ranging from \$8.77 to \$9.07.

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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