

GTX INC /DE/  
Form 4  
January 04, 2011

**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 \*  
**HYDE JOSEPH R III**

(Last) (First) (Middle)

**175 TOYOTA PLAZA, 7TH FLOOR**

(Street)

**MEMPHIS, TN 38103**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/01/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/01/2011		A		3,679.25	A	
					\$ 2.65		
Common Stock					9,731,379.82	D	
Common Stock					769,830	I	By 2009-4 GRAT
Common Stock					153,966	I	By 2009-5 GRAT
Common Stock					1,000,000	I	By 2010-1 GRAT
Common Stock					200,000	I	By 2010-2 GRAT

Common Stock	216,462	I	By Spouse
Common Stock	410,325	I	By Trust
Common Stock	410,324	I	By Trust
Common Stock	410,324	I	By Trust
Common Stock	144,645	I	By Trust
Common Stock	114,350	I	By Trust
Common Stock	91,628	I	By Pittco Associates, L.P. <sup>(4)</sup>
Common Stock	3,915,716	I	By Pittco Investments, L.P. <sup>(4)</sup>

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

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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 Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

HYDE JOSEPH R III  
175 TOYOTA PLAZA  
7TH FLOOR  
MEMPHIS, TN 38103

X X

## Signatures

/s/ Mark E. Mosteller, by Power of  
Attorney

01/04/2011

\_\_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).

- Includes annuity distribution of 730,170 shares from the 2009-4 Grantor Retained Annuity Trust on December 17, 2010 and includes
- (1) annuity distribution of 146,034 shares from the 2009-5 Grantor Retained Annuity Trust on December 17, 2010 to the reporting person and represents a change in beneficial ownership.
  - (2) Excludes annuity distribution of 730,170 shares from a Grantor Retained Annuity Trust to the reporting person on December 17, 2010 and represents a change in form of ownership.
  - (3) Excludes annuity distribution of 146,034 shares from a Grantor Retained Annuity Trust to the reporting person on December 17, 2010 and represents a change in form of ownership.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (4) inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purposes of Section 16 or any other purpose.

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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