GTX INC /DE/ Form 4 January 25, 2013

## FORM 4

## OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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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

**SECURITIES** 

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HYDE JOSEPH R III			Symbol	ne <b>and</b> Ticker or Trading	5. Relationshi Issuer	5. Relationship of Reporting Person(s) to Issuer				
			GTX INC /	DE/ [GTXI]	(0	(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earl	liest Transaction						
			(Month/Day/Y	ear)	_X_ Director	·	K 10% Owner			
175 TOYOTA PLAZA, 7TH			01/19/2013				Other (specify			
FLOOR					below)	bel	below)			
	(0)		4 70 4		6 T 11 1 1	T : ./G	EN CONTRACTOR			
(Street)			4. If Amendm	ent, Date Original	6. Individual of	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Da	ay/Year)	Applicable Line	Applicable Line)				
						_X_ Form filed by One Reporting Person				
MEMPHIS, TN 38103					Form filed Person	by More than	One Reporting			
(City)	(State)	(Zip)	Table I -	Non-Derivative Securities A	Acquired, Dispose	d of, or Ber	neficially Owned			
1.Title of	2. Transaction D	ate 2A. Deeme	ed 3.	4. Securities	5. Amount of	6.	7. Nature of			

							· · · · · · · · · · · · · · · · · · ·	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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)
Common Stock						731,219 (1)	I	By 2012-1 GRAT
Common Stock						9,401,641.51 (2)	D	
Common Stock						216,462	I	By Spouse
Common Stock						448,486	I	By 2010-1 GRAT
Common Stock						89,696	I	By 2010-2 GRAT

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Common Stock	1,126,128	I	By 2011-1 GRAT
Common Stock	1,000,000	I	By 2012-2 GRAT
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	145,352	I	By Pittco Associates II, L. P. (3)
Common Stock	3,915,716	I	By Pittco Investments, L. P. (3)

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amo	unt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secu	rities	(Instr. 5)
	Derivative				Securities	3		(Instr	: 3 and 4)	
	Security				Acquired				<i>'</i>	
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					4, and 3)					
									Amount	
						D .	E		or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
					() (-)					

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

SEC 1474

(9-02)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HYDE JOSEPH R III

175 TOYOTA PLAZA
7TH FLOOR

MEMPHIS, TN 38103

### **Signatures**

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

\*\*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) Excludes annuity distribution of 268,781 shares from the 2012-1 Grantor Retained Annuity Trust to the reporting person on January 19, 2013 and represents a change in form of beneficial ownership.
- (2) Includes annuity distribution of 268,781 shares from the 2012-1 Grantor Retained Annuity Trust on January 19, 2013 to the reporting person and represents a change in form of beneficial ownership.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purpose 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. 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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