

KRIEGSMAN STEVEN A  
 Form 4  
 July 06, 2009

**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 \*  
**KRIEGSMAN STEVEN A**

2. Issuer Name and Ticker or Trading Symbol  
**CYTRX CORP [CYTR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11726 SAN VICENTE BLVD, #650  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/01/2009

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

LOS ANGELES, CA 90049  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Num Sha
				V	(A)				
Stock Option (right to buy)	\$ 2.47	07/01/2009	D <sup>(1)</sup>		250,000	<u>(1)</u>	06/20/2013	Common Stock	25
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(1)</sup>	250,000		<u>(1)</u>	06/20/2013	Common Stock	25
Stock Option (right to buy)	\$ 2.47	07/01/2009	D <sup>(1)</sup>		750,000	<u>(1)</u>	06/20/2013	Common Stock	75
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(1)</sup>	750,000		<u>(1)</u>	06/20/2013	Common Stock	75
Stock Option (right to buy)	\$ 1.38	07/01/2009	D <sup>(2)</sup>		200,000	<u>(2)</u>	06/15/2016	Common Stock	20
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(2)</sup>	200,000		<u>(2)</u>	06/15/2016	Common Stock	20
Stock Option (right to buy)	\$ 4.51	07/01/2009	D <sup>(3)</sup>		350,000	<u>(3)</u>	04/17/2017	Common Stock	35
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(3)</sup>	350,000		<u>(3)</u>	04/17/2017	Common Stock	35
Stock Option (right to buy)	\$ 1.21	07/01/2009	D <sup>(4)</sup>		450,000	<u>(4)</u>	04/06/2018	Common Stock	45
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(4)</sup>	450,000		<u>(4)</u>	04/06/2018	Common Stock	45

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRIEGSMAN STEVEN A 11726 SAN VICENTE BLVD, #650 LOS ANGELES, CA 90049	X		Chief Executive Officer	

## Signatures

Steven A.  
Kriegsman

07/06/2009

\_\_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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 20, 2003 and provided for vesting of one-third on July 15, 2004, one-third on July 15, 2005 and one-third on July 15, 2006. The replacement option provides vesting in full on December 31, 2009, provided Reporting Person remains in continuous employ of Issuer.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 16, 2006 and provided for equal monthly vesting over three years beginning July 16, 2006. The replacement option provides vesting in full on December 31, 2009, provided Reporting Person remains in continuous employ of Issuer.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 18, 2007 and provided for equal monthly vesting over three years beginning May 28, 2007. The replacement option provides vesting as to twenty-six months of the option on December 31, 2009, and the remaining shares to vest in ten monthly installments beginning January 28, 2010, provided Reporting Person remains in continuous employ of Issuer.

(4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 7, 2008 and provided for equal monthly vesting over three years beginning May 7, 2008. The replacement option provides vesting of fourteen months of the option on December 31, 2009 and the remaining shares to vest in twenty-two monthly installments beginning January 7, 2010, provided Reporting Person remains in continuous employ of Issuer.

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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