

WARRELL RAYMOND P JR  
 Form 4  
 November 02, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
**WARRELL RAYMOND P JR**  
  
 (Last) (First) (Middle)  
**C/O GENTA**  
**INCORPORATED, 200 CONNELL**  
**DRIVE**  
  
 (Street)  
**BERKELEY HEIGHTS, NJ 07922**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GENTA INC DE/ [GETA]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/01/2010**

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)  
**Chairman & CEO**

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 Beneficial Ownership (Instr. 4)
Common Stock	11/01/2010		C	V	24,232 A \$ 0.0396	44,841,592 (1)	D
Common Stock	11/01/2010		S		24,232 D \$ 0.062	44,817,360	D
Common Stock						635,187 (2)	I By Spouse

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)	Amount or Number of Shares
15% Senior Convertible Promissory Note due June 9, 2011	\$ 0.0396	11/01/2010		C	\$ 959.59	10/07/2008 06/09/2011	Common Stock	24,232

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRELL RAYMOND P JR C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X		Chairman & CEO	

## Signatures

/s/ Raymond P. Warrell, Jr.  
M.D. 11/02/2010

\*\*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) Includes 24,232 shares of common stock held in a joint account with Dr. Warrell's spouse, Dr. Itri, 768,817 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units, 43,812,356 shares of common stock issuable upon the conversion of Senior Secured Convertible Promissory Notes due June 9, 2011 (the Notes) and 236,187 shares of common stock issuable upon the conversion of the Notes held by Dr. Warrell's IRA.

(2) Includes 280,894 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units and 354,293 shares of common stock issuable upon the conversion of the Notes held in Dr. Itri's IRA.

## Remarks:

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Planned sale pursuant to a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

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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