

Onconova Therapeutics, Inc.
Form 4
August 01, 2013

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 *
MEHTA VIREN

2. Issuer Name and Ticker or Trading Symbol
Onconova Therapeutics, Inc.
[ONTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2013

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

C/O ONCONOVA THERAPEUTICS, INC., 375 PHEASANT RUN

(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

NEWTOWN, PA 18940

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	07/30/2013		C		73,839 ⁽²⁾	A	<u>(1)</u> 85,479 ⁽²⁾ D
Common Stock	07/30/2013		C		7,686	A	<u>(8)</u> 93,165 ⁽²⁾ D
Common Stock	07/30/2013		C		17,082 ⁽¹⁰⁾	A	<u>(9)</u> 110,247 ⁽²⁾ ⁽¹⁰⁾ D
Common Stock	07/30/2013		P		16,667	A	\$ 15 <u>(10)</u> 126,914 ⁽²⁾ D
	07/30/2013		C		6,768	A	<u>(1)</u> 6,768 I

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Common Stock								By Viram Foundation <u>(3)</u>
Common Stock	07/30/2013	C	772	A	<u>(6)</u>	7,540	I	By Viram Foundation <u>(3)</u>
Common Stock	07/30/2013	C	755	A	<u>(7)</u>	8,295	I	By Viram Foundation <u>(3)</u>
Common Stock	07/30/2013	C	4,632	A	<u>(1)</u>	4,632	I	By Mehta Partners LLC <u>(4)</u>
Common Stock	07/30/2013	C	1,702	A	<u>(6)</u>	6,334	I	By Mehta Partners LLC <u>(4)</u>
Common Stock	07/30/2013	C	1,722	A	<u>(7)</u>	8,056	I	By Mehta Partners LLC <u>(4)</u>
Common Stock	07/30/2013	C	1,050	A	<u>(1)</u>	1,050	I	By Mehta Partners LLC FBO Jean Kiss Marie IRA <u>(5)</u>
Common Stock	07/30/2013	C	345	A	<u>(6)</u>	1,395	I	By Mehta Partners LLC FBO Jean Kiss Marie IRA <u>(5)</u>
Common Stock	07/30/2013	C	338	A	<u>(7)</u>	1,733	I	By Mehta Partners LLC FBO Jean Kiss Marie IRA <u>(5)</u>

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)

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Convertible Preferred Stock	(1)	07/30/2013		C	87,470 (11)	(1) (1)	(1) (1)	Common Stock	73,839 (2)
Series E Convertible Preferred Stock	(8)	07/30/2013		C	10,246	(8) (8)	(8) (8)	Common Stock	7,686
Series I Convertible Preferred Stock	(9)	07/30/2013		C	22,771 (12)	(9) (9)	(9) (9)	Common Stock	17,082 (12)
Series B Convertible Preferred Stock	(1)	07/30/2013		C	8,020	(1) (1)	(1) (1)	Common Stock	6,768
Series C Convertible Preferred Stock	(6)	07/30/2013		C	1,030	(6) (6)	(6) (6)	Common Stock	772
Series D Convertible Preferred Stock	(7)	07/30/2013		C	1,007	(7) (7)	(7) (7)	Common Stock	755
Series B Convertible Preferred Stock	(1)	07/30/2013		C	5,488	(1) (1)	(1) (1)	Common Stock	4,632
Series C Convertible Preferred Stock	(6)	07/30/2013		C	2,270	(6) (6)	(6) (6)	Common Stock	1,702
Series D Convertible Preferred Stock	(7)	07/30/2013		C	2,296	(7) (7)	(7) (7)	Common Stock	1,722

Series B Convertible Preferred Stock	(1)	07/30/2013	C	1,245	(1)	(1)	Common Stock	1,050
Series C Convertible Preferred Stock	(6)	07/30/2013	C	460	(6)	(6)	Common Stock	345
Series D Convertible Preferred Stock	(7)	07/30/2013	C	451	(7)	(7)	Common Stock	338

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHTA VIREN C/O ONCONOVA THERAPEUTICS, INC. 375 PHEASANT RUN NEWTOWN, PA 18940		X		

Signatures

/s/ Ajay Bansal, as attorney
in fact

07/30/2013

**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 Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- (2) Includes 11,356 shares held jointly with spouse.
- (3) The reporting person is a trustee of the Viram Foundation
- (4) The reporting person is managing member of Mehta Partners LLC
- (5) The reporting person is trustee of Mehta Partners LLC FBO Jean Kiss Marie IRA.
- (6) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (7) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.

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- (9) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (10) Includes 17,082 shares held jointly with spouse.
- (11) Includes 13,454 shares held jointly with spouse.
- (12) Shares held jointly with spouse.

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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