

GTX INC /DE/  
Form 4  
October 02, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
DOGGRELL HENRY PATTON

(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)  
10/01/2013

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)  
VP, Chief Legal Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2013		A <sup>(1)</sup>		100,000	A	\$ 0
Common Stock					4,000	I	By IRA
Common Stock					6,641	I	By Spouse
Common Stock					2,177	I	By Trust
Common Stock					5,000	I	By Trust <sup>(2)</sup>

Common Stock 2,177 I By Trust

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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Nonstatutory Stock Option (Right to Buy)	\$ 1.88	10/01/2013		A	100,000	(3) 09/30/2023	Common Stock 100

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DOGGRELL HENRY PATTON 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103	VP, Chief Legal Officer

## Signatures

/s/ Henry P. Doggrell 10/02/2013

\*\*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).
- Represents the grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of GTx common stock upon the vesting of the unit. The restricted stock units will vest in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) a change in control of GTx.

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- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for the purposes of Section 16 or any other purpose.
  - (3) The option vests and is exercisable in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) specified change in control transactions involving GTX.

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.