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GENTA IN	NC DE/									
Form 4 April 04, 20	006									
								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								ONID	3235-0287	
Check this box Washington, D.C. 20549								Number: Expires:	January 31,	
if no lo subject Section Form 4	CHAN	HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					2005 average urs per			
Form 5 obligat may co	Filed pu	(a) of the Pu	ublic Uti	ility Hol	ding Co		nge Act of 1934 of 1935 or Sect 940		. 0.5	
(Print or Type	e Responses)									
			2. Issuer Name and Ticker or Trading Symbol GENTA INC DE/ [GNTA]			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (3. Date of		-	-	(Ch	neck all applicabl	le)	
		((Month/Da	ay/Year)			_X_ Director		% Owner	
C/O GEN INCORPO CONNEL	RATED, TWO	(03/31/20)06			X Officer (g below) Cl	below) bairman and CEO	ner (specify	
	(Street)	2	4. If Amer	ndment, D	ate Origin	al	6. Individual or	Joint/Group Fili	ing(Check	
DEDVELL	EV HEIGHTS NI		Filed(Mont	th/Day/Yea	r)			by One Reporting P y More than One R		
	EY HEIGHTS, NJ						Person			
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if 7 (//Year) (Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3, Amount	(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)	
Reminder: R	eport on a separate lin	e for each clas	ss of secur	ities bene	ficially ow	ned directly o	or indirectly.			
	1				Perso inforr requi	ons who res nation cont red to respo ays a curren	spond to the colle tained in this form ond unless the for ntly valid OMB co	m are not orm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible s	Beneficially Owne securities)	ed		
1. Title of Derivative		nsaction Date h/Day/Year)			4. Transad	5. Numbe		Exercisable and on Date	7. Title and Amount of Underlying Securities	

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Options to acquire Common Stock	\$ 2.16	03/31/2006		А	1,000,000		<u>(1)</u>	03/31/2016	Common Stock, par value \$.001	1,000,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WARRELL RAYMOND P JR C/O GENTA INCORPORATED TWO CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	Х		Chairman and CEO			
Signatures						
/s/ RAYMOND P. WARRELL, JR., MD		04/04/2006	j			
**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).

The option granted consists of two tranches of 500,000 shares. The first tranche of 500,000 shares becomes exercisable over a period of three (3) years from the date of the grant. The second tranche relates to an aggregate of 500,000 shares that will become exercisable and vest in the event that Genta Incorporated achieves one or more specified milestones as follows; a total of 150,000 shares will become exercisable on the date that Genasense (R) receives approval for any first indication in the U.S. from the Food and Drug Administration; a

(1) Exercisable on the date that Genasense (R) receives approval for any first indication in the 0.5. From the Food and Drug Administration, a total of 150,000 shares will become exercisable on the date Genasense (R) receives approval for any first indication in Europe from the European Medicines Agency; and a total of 200,000 shares will become exercisable on the first day of the month immediately following the first twelve consecutive month period during which Genta Incorporated realizes net revenues on sales of Genasense (R) of \$100,000,000 or more.

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.