

GTX INC /DE/  
Form 4  
November 22, 2005

**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 \*  
HYDE JOSEPH R III

(Last) (First) (Middle)

3 N. DUNLAP STREET, 3RD FLOOR

(Street)

MEMPHIS, TN 38163

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GTX INC /DE/ [GTXI]

3. Date of Earliest Transaction (Month/Day/Year)  
11/01/2005

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)

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				(A) or (D)	147,736 <sup>(1)</sup>	I <sup>(2)</sup>	By GRAT
Common Stock				(A) or (D)	7,341,342.15 <sup>(3)</sup>	D <sup>(2)</sup>	
Common Stock				(A) or (D)	1,500,000 <sup>(4)</sup>	I <sup>(2)</sup>	By 2005 GRAT
Common Stock				(A) or (D)	216,462	I	By Spouse
Common Stock				(A) or (D)	114,350	I	By Trust

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Common Stock	114,350	I	By Trust
Common Stock	188,700	I	By Trust
Common Stock	188,700	I	By Trust
Common Stock	188,700	I	By Trust
Common Stock	677,000	I	By Pittco Investments, L.P. <sup>(5)</sup>
Common Stock	91,628	I	By Pittco Associates, L.P. <sup>(5)</sup>
Common Stock	291,093	I	By Memphis Biomed Ventures I, L.P. <sup>(5)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HYDE JOSEPH R III  
3 N. DUNLAP STREET  
3RD FLOOR  
MEMPHIS, TN 38163

X X

## Signatures

/s/ Henry P. Doggrell, by Power of  
Attorney

11/22/2005

\_\_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) Excludes annuity distribution of 84,487 shares from a Grantor Retained Annuity Trust to the reporting person on November 1, 2005 and represents a change in form of ownership.
- (2) This is a voluntary reporting of a change in beneficial ownership.
- (3) Includes annuity distribution of 84,487 shares from GRAT to the reporting person on November 1, 2005 and excludes 1,500,000 shares contributed to a newly established grantor retained annuity trust on November 21, 2005.
- (4) These shares were previously reported as directly beneficially owned by the reporting person but were contributed to a grantor retained annuity trust on November 21, 2005.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (5) inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purpose of Section 16 or any other purpose.

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.