

STEINER MITCHELL SHUSTER  
 Form 4  
 March 20, 2006

**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 \*  
 STEINER MITCHELL SHUSTER

(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)  
 03/16/2006

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)  
 Chief Executive 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	03/17/2006		S <sup>(1)</sup>	275	D	\$ 11.64	476,368	I	By Joint Account <sup>(2)</sup>
Common Stock	03/17/2006		S <sup>(1)</sup>	600	D	\$ 11.66	475,768	I	By Joint Account <sup>(2)</sup>
Common Stock	03/17/2006		S <sup>(1)</sup>	137	D	\$ 11.7	475,631	I	By Joint Account <sup>(2)</sup>
Common Stock	03/17/2006		S <sup>(1)</sup>	300	D	\$ 11.67	475,331	I	By Joint Account

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								(2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	1,000	D	\$ 11.65	474,331	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.835	474,131	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.775	473,931	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.715	473,731	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.605	473,531	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.585	473,331	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.665	473,131	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.675	472,931	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	60	D	\$ 11.75	472,871	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	203	D	\$ 11.6697	472,668	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	600	D	\$ 11.6483	472,068	I	By Joint Account (2)
Common Stock	03/17/2006	<u>S<sup>(1)</sup></u>	68	D	\$ 11.83	472,000	I	By Joint Account (2)
Common Stock						26,500	D	
Common Stock						26,500	I	By Wife
Common Stock						4,409,862	I	By LLC

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Common Stock	198,425	I	By GRAT
Common Stock	100,215	I	By Trust
Common Stock	100,215	I	By Trust
Common Stock	100,215	I	By Trust
Common Stock	100,215	I	By Trust

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)

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 Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEINER MITCHELL SHUSTER 3 N. DUNLAP STREET 3RD FLOOR MEMPHIS, TN 38163	X	X	Chief Executive Officer	

## Signatures

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

03/20/2006

\_\_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 sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and his wife on February 23, 2006.
  - (2) Joint account held in the name of the reporting person and his wife.

### Remarks:

This is the third of three Form 4 filings for Dr. Steiner.

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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