

GTX INC /DE/
Form 4
March 27, 2006

FORM 4

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

OMB APPROVAL

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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)
03/23/2006

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	(A) or (D)	Price			
Common Stock	03/23/2006		S(1)		100	D	\$ 10.93	471,900	I	By Joint Account (2)
Common Stock	03/23/2006		S(1)		400	D	\$ 10.91	471,500	I	By Joint Account (2)
Common Stock	03/23/2006		S(1)		500	D	\$ 11.05	471,000	I	By Joint Account (2)
Common Stock	03/23/2006		S(1)		500	D	\$ 11.04	470,500	I	By Joint Account

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								<u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	200	D	\$ 10.97	470,300	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	592	D	\$ 11.03	469,708	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	102	D	\$ 11.08	469,606	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	300	D	\$ 10.98	469,306	I	By Joint Account <u>(2)</u>
Common Stock	03/26/2006	<u>S(1)</u>	326	D	\$ 11.07	468,980	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	300	D	\$ 10.95	468,680	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	100	D	\$ 10.94	468,580	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	600	D	\$ 10.9	467,980	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	400	D	\$ 10.89	467,580	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	100	D	\$ 10.87	467,480	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	300	D	\$ 10.9833	467,180	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	300	D	\$ 10.9933	466,880	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	200	D	\$ 11.065	466,680	I	By Joint Account <u>(2)</u>
Common Stock	03/23/2006	<u>S(1)</u>	200	D	\$ 11.025	466,480	I	By Joint Account <u>(2)</u>

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Common Stock	03/23/2006	S ⁽¹⁾	200	D	\$ 11.035	466,280	I	By Joint Account (2)
Common Stock	03/23/2006	S ⁽¹⁾	200	D	\$ 10.865	466,080	I	By Joint Account (2)
Common Stock	03/23/2006	S ⁽¹⁾	1	D	\$ 11.1	466,079	I	By Joint Account (2)
Common Stock	03/23/2006	S ⁽¹⁾	300	D	\$ 10.8767	465,779	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
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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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	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. Nu
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