GTX INC /DE/ Form 4 March 27, 2006

FORM 4

OMB APPROVAL

Check this box if no longer subject to

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

OMB 3235-0287 Number: January 31,

Expires:

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEINER MITCHELL SHUSTER			2. Issuer Name and Ticker or Trading Symbol GTX INC /DE/ [GTXI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 3 N. DUNLAP STREET, 3RD FLOOR		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
		3RD	(Month/Day/Year) 03/23/2006	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MEMPHIS, TN 38163			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		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	03/23/2006		S <u>(1)</u>	100	D	\$ 10.93	471,900	I	By Joint Account
Common Stock	03/23/2006		S <u>(1)</u>	400	D	\$ 10.91	471,500	I	By Joint Account
Common Stock	03/23/2006		S <u>(1)</u>	500	D	\$ 11.05	471,000	I	By Joint Account
Common Stock	03/23/2006		S(1)	500	D	\$ 11.04	470,500	I	By Joint Account

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

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Common Stock	03/23/2006	S <u>(1)</u>	200	D	\$ 11.035	466,280	I	By Joint Account
Common Stock	03/23/2006	S <u>(1)</u>	200	D	\$ 10.865	466,080	I	By Joint Account
Common Stock	03/23/2006	S <u>(1)</u>	1	D	\$ 11.1	466,079	I	By Joint Account
Common Stock	03/23/2006	S <u>(1)</u>	300	D	\$ 10.8767	465,779	I	BY Joint Account
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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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					Disposed				Train

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares (Insti

Reporting Owners

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

Signatures

/s/ Henry P. Doggrell, by Power of Attorney 03/27/2006

**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 first 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. 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.

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