

GTX INC /DE/
Form 4
March 31, 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)
03/29/2006

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)	(A) or (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)
Common Stock	03/29/2006		S(1)	200	D	\$ 10.775 451,622	I	By Joint Account (2)
Common Stock	03/29/2006		S(1)	22	D	\$ 10.77 451,600	I	By Joint Account (2)
Common Stock	03/29/2006		S(1)	400	D	\$ 10.91 451,200	I	By Joint Account (2)
Common Stock	03/29/2006		S(1)	200	D	\$ 10.795 451,000	I	By Joint Account

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Common Stock	03/30/2006	<u>S⁽¹⁾</u>	300	D	\$ 10.6	450,700	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	101	D	\$ 10.76	450,599	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 10.75	450,499	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 10.74	450,399	I	<u>(2)</u> by Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	679	D	\$ 10.66	449,720	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	200	D	\$ 10.59	449,520	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	410	D	\$ 10.58	449,110	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 10.5	449,010	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	506	D	\$ 10.52	448,504	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	400	D	\$ 10.54	448,104	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	390	D	\$ 10.56	447,714	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	200	D	\$ 10.55	447,514	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	400	D	\$ 10.53	447,114	I	<u>(2)</u> By Joint Account
Common Stock	03/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 10.68	447,014	I	<u>(2)</u> By Joint Account

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Common Stock	03/30/2006	S ⁽¹⁾	100	D	\$ 10.65	446,914	I	By Joint Account (2)
Common Stock	03/30/2006	S ⁽¹⁾	200	D	\$ 10.64	446,714	I	By Joint Account (2)
Common Stock	03/30/2006	S ⁽¹⁾	100	D	\$ 10.62	446,614	I	By Joint Account (2)
Common Stock	03/30/2006	S ⁽¹⁾	200	D	\$ 10.775	446,414	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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(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	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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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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 03/31/2006

**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 second 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.