GTX INC /DE/ Form 4 April 10, 2006

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

See Instruction 1(b).

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

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)

(Last)

1. Name and Address of Reporting Person * STEINER MITCHELL SHUSTER

> (First) (Middle)

3 N. DUNLAP STREET, 3RD **FLOOR**

(Street)

2. Issuer Name and Ticker or Trading Symbol

GTX INC /DE/ [GTXI]

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

04/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

_X__ 10% Owner _X__ Director X_ Officer (give title _ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MEMPHIS, TN 38163

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficial | ly Owned |
|--------------------------------------|---|---|---|------------|-------|--|--|---|----------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 04/06/2006 | | S(1) | 400 | D | \$ 11.53 | 443,600 | I | By Joint Account (2) |
| Common Stock | 04/06/2006 | | S <u>(1)</u> | 600 | D | \$ 11.61 | 443,000 | I | By Joint Account |
| Common Stock | 04/06/2006 | | S <u>(1)</u> | 300 | D | \$ 11.46 | 442,700 | I | By Joint Account |
| Common Stock | 04/06/2006 | | S(1) | 300 | D | \$ 11.41 | 442,400 | I | By Joint Account |

| | | | | | | | (2) |
|-----------------|------------|--------------|-----|---|------------------|---|---------------------|
| Common Stock | 04/06/2006 | S <u>(1)</u> | 300 | D | \$ 11.47 442,100 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 200 | D | \$ 11.59 441,900 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 518 | D | \$ 11.63 441,382 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 900 | D | \$ 11.62 440,482 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 300 | D | \$ 11.66 440,182 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 100 | D | \$ 11.73 440,082 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 126 | D | \$ 11.67 439,956 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 100 | D | \$ 11.7 439,856 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 200 | D | \$ 11.65 439,656 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 345 | D | \$ 11.64 439,311 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 200 | D | \$ 11.56 439,111 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 100 | D | \$ 11.57 439,011 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 200 | D | \$ 11.5 438,811 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 300 | D | \$ 11.51 438,511 | I | By Joint Account |
| | | | | | | | |

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| Common Stock | 04/06/2006 | S <u>(1)</u> | 100 | D | \$ 11.49 | 438,411 | I | By Joint Account |
|-----------------|------------|--------------|-----|---|--------------|-----------|---|---------------------|
| Common Stock | 04/06/2006 | S <u>(1)</u> | 200 | D | \$ 11.485 | 438,211 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 200 | D | \$ 11.645 | 438,011 | I | By Joint Account |
| Common Stock | 04/06/2006 | S <u>(1)</u> | 200 | D | \$ 11.675 | 437,811 | 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.

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.

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 | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | (Instr. 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | Follo |
| | | | | | (A) or | | | | Repo |
| | | | | | Disposed | | | | Trans |
| | | | | | | | | | |

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 | 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 04/10/2006

**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.

Reporting Owners 4