

GTX INC /DE/
Form 4
April 10, 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)
04/06/2006

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	04/07/2006		S(1)		200	D	\$ 11.235 432,296	I	By Joint Account (2)
Common Stock	04/07/2006		S(1)		100	D	\$ 11.25 432,196	I	By Joint Account (2)
Common Stock	04/07/2006		S(1)		200	D	\$ 11.255 431,996	I	By Joint Account (2)
Common Stock	04/07/2006		S(1)		100	D	\$ 11.24 431,896	I	By Joint Account

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								(2)
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	200	D	\$ 11.225	431,696	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	200	D	\$ 11.155	431,496	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	200	D	\$ 11.125	431,296	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	200	D	\$ 10.845	431,096	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	200	D	\$ 10.865	430,896	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	70	D	\$ 11.09	430,826	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	200	D	\$ 11	430,626	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	26	D	\$ 11.41	430,600	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	300	D	\$ 10.9267	430,300	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	100	D	\$ 11.28	430,200	I	By Joint Account <u>(2)</u>
Common Stock	04/07/2006	<u>S⁽¹⁾</u>	200	D	\$ 10.985	430,000	I	By Joint Account <u>(2)</u>
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
						100,215	I	By Trust

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.

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.