GTX INC /DE/ Form 4 April 10, 2006

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) GTX INC /DE/ [GTXI]

(Check all applicable)

3 N. DUNLAP STREET, 3RD

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

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

04/06/2006

Chief Executive Officer

FLOOR

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Person

MEMPHIS, TN 38163

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y 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. Securi oror Dispo (Instr. 3,	sed of 4 and (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	04/07/2006		S(1)	200	D	\$ 11.235	432,296	I	By Joint Account
Common Stock	04/07/2006		S <u>(1)</u>	100	D	\$ 11.25	432,196	I	By Joint Account
Common Stock	04/07/2006		S <u>(1)</u>	200	D	\$ 11.255	431,996	I	By Joint Account
Common Stock	04/07/2006		S(1)	100	D	\$ 11.24	431,896	I	By Joint Account

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

Stock

SIOCK			
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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. etionNumber of S) Derivatir Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day, ve es d	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

Reporting Owners 3

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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.