

GTX INC /DE/  
Form 4  
January 28, 2009

**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 \*  
**HYDE JOSEPH R III**

(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)  
**01/27/2009**

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)

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 Ownership (Instr. 4)
			Code	V Amount or Price (A) or (D)			
Common Stock	01/27/2009		P	55,264 A	\$ 10.352 (1) 7,515,957.4 (2)	D	
Common Stock	01/28/2009		P	50,000 A	\$ 10.8377 (3) 7,565,957.4	D	
Common Stock					300,000	I	By 2009-1 GRAT
Common Stock					216,462	I	By Spouse
Common Stock					309,927	I	By 2006-1 GRAT

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Common Stock	463,482	I	By 2006-2 GRAT
Common Stock	410,325	I	By Trust
Common Stock	410,325	I	By Trust
Common Stock	410,323	I	By Trust
Common Stock	114,350	I	By Trust
Common Stock	114,350	I	By Trust
Common Stock	91,628	I	By Pittco Associates, L.P. <sup>(4)</sup>
Common Stock	715,716	I	By Pittco Investments, L.P. <sup>(4)</sup>

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 of (D) (Instr. 3, 4, and 5)	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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

HYDE JOSEPH R III  
 3 N. DUNLAP STREET  
 3RD FLOOR  
 MEMPHIS, TN 38163

X X

## Signatures

/s/ Mark E. Mosteller, by Power of  
 Attorney

01/28/2009

\_\_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) An aggregate of 55,264 shares of common stock were purchased in multiple trades on January 27, 2009 at prices ranging from \$10.14 to \$10.50. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, GTX, Inc. or a shareholder of GTX, Inc. full information regarding the number of shares and prices at which the transaction was effected.

(2) Excludes 300,000 shares previously owned directly by the reporting person which were contributed to a grantor retained annuity trust on January 27, 2009 and are now owned indirectly.

(3) An aggregate of 50,000 shares of common stock were purchased in multiple trades on January 28, 2009 at prices ranging from \$10.27 to \$11.00. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, GTX, Inc. or a shareholder of GTX, Inc. full information regarding the number of shares and prices at which the transaction was effected.

(4) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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