

GTX INC /DE/
Form 4
October 04, 2016

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.
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HYDE JOSEPH R III

(Last) (First) (Middle)

**175 TOYOTA PLAZA, 7TH
FLOOR**

(Street)

MEMPHIS, TN 38103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GTX INC /DE/ [GTXI]

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2016

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/03/2016		A		20,559.21	A	\$ 0
					35,474,960.24	D	(1)
Common Stock					216,462	I	By Spouse
Common Stock					1,956,540	I	By 2015-1 GRAT
Common Stock					978,270	I	By 2015-2 GRAT
Common Stock					652,180	I	By 2015-3 GRAT
					1,956,540	I	

Common Stock				By 2015-4 GRAT
Common Stock	1,956,540	I		By 2015-5 GRAT
Common Stock	200,430 ⁽²⁾	I		By 2014-4 GRAT
Common Stock	13,361 ⁽³⁾	I		By 2014-5 GRAT
Common Stock	13,361 ⁽⁴⁾	I		By 2014-6 GRAT
Common Stock	508,904	I		By Trust
Common Stock	508,903	I		By Trust
Common Stock	508,903	I		By Trust
Common Stock	203,791	I		By Trust
Common Stock	114,350	I		By Trust
Common Stock	145,352	I		By Pittco Associates II, L.P. ⁽⁵⁾
Common Stock	3,915,716	I		By Pittco Investments, L.P. ⁽⁵⁾

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

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYDE JOSEPH R III 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103	X	X		

Signatures

/s/ Henry P. Doggrell, by Power of Attorney

10/04/2016

__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).

- Includes annuity distributions of 1,853,096 shares from the 2014-4 Grantor Retained Annuity Trust, 123,540 shares from the 2014-5 Grantor Retained Annuity Trust and 123,540 shares from the 2014-6 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership.
- (1) Grantor Retained Annuity Trust and 123,540 shares from the 2014-6 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership.
 - (2) Excludes annuity distribution of 1,853,096 shares from the 2014-4 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership.
 - (3) Excludes annuity distribution of 123,540 shares from the 2014-5 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership..
 - (4) Excludes annuity distribution of 123,540 shares from the 2014-6 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (5) inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purpose 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.

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.