

Barnette K Gary
 Form 3
 January 21, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Barnette K Gary		(Month/Day/Year)	GTX INC /DE/ [GTXI]	
(Last)	(First)	(Middle)	01/20/2005	
3 N. DUNLAP STREET,Â 3RD FLOOR		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
MEMPHIS,Â TNÂ 38163		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Employee Stock Option (Right to Buy)	Â (1)	12/17/2011	Common Stock	17,000	\$ 6.78	D	Â
Employee Stock Option (Right to Buy)	Â (2)	04/11/2012	Common Stock	8,500	\$ 6.78	D	Â
Employee Stock Option (Right to Buy)	Â (3)	08/01/2013	Common Stock	17,000	\$ 6.24	D	Â
Employee Stock Option (Right to Buy)	Â (4)	09/01/2013	Common Stock	17,000	\$ 6.24	D	Â
Employee Stock Option (Right to Buy)	Â (5)	07/28/2014	Common Stock	10,000	\$ 8.9	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barnette K Gary 3 N. DUNLAP STREET 3RD FLOOR MEMPHIS, TN 38163	Â	Â	Â Vice President	Â

Signatures

/s/ Henry P. Doggrell, by Power of Attorney 01/21/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 option vests and is exercisable in 3 equal annual installments beginning December 17, 2004.
- (2) The option vests and is exercisable in 3 equal annual installments beginning April 11, 2005.
- (3) The option vests and is exercisable in 3 equal annual installments beginning August 1, 2006.
- (4) The option vests and is exercisable in 3 equal annual installments beginning September 1, 2006.
- (5) The option vests and is exercisable in 3 equal annual installments beginning July 28, 2007.

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.