

GTX INC /DE/
Form 4
March 13, 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)
02/24/2006

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 (A) or (D) Price			
Common Stock	02/24/2006		J ⁽¹⁾	V 500,000 D <u>(2)</u>	4,409,862	I	By LLC
Common Stock	02/24/2006		J ⁽¹⁾	V 500,000 A <u>(2)</u>	500,000	I	By Joint Account <u>(3)</u>
Common Stock	03/09/2006		S ⁽⁴⁾	100 D \$ 11.66	499,900	I	By Joint Account <u>(3)</u>
Common Stock	03/09/2006		S ⁽⁴⁾	100 D \$ 11.79	499,800	I	By Joint Account <u>(3)</u>

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Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.81	499,700	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	300	D	\$ 11.76	499,400	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.49	499,300	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.37	499,200	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.54	499,100	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.46	499,000	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.44	498,900	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	200	D	\$ 11.35	498,700	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.43	498,600	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.42	498,500	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.3	498,400	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.29	498,300	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	320	D	\$ 11.23	497,980	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	450	D	\$ 11.24	497,530	I	By Joint Account (3)
Common Stock	03/09/2006	<u>S</u> (4)	100	D	\$ 11.28	497,430	I	By Joint Account

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Common Stock	03/09/2006	S ⁽⁴⁾	200	D	\$ 11.14	497,230	I	By Joint Account (3)
Common Stock	03/09/2006	S ⁽⁴⁾	200	D	\$ 11.15	497,030	I	By Joint Account (3)
Common Stock	03/09/2006	S ⁽⁴⁾	192	D	\$ 11.17	496,838	I	By Joint Account (3)
Common Stock	03/09/2006	S ⁽⁴⁾	300	D	\$ 11.18	496,538	I	By Joint Account (3)
Common Stock						26,500	D	
Common Stock						26,500	I	By Wife
Common Stock						198,425	I	By GRAT
Common Stock						100,215	I	By Trust
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.

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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 Beneficially Owned (Instr. 5)
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	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
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	03/13/2006
<u> </u> **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) This is a pro rata distribution from an LLC owned by the reporting person and his wife and represents a change in beneficial ownership.
- (2) Not applicable.
- (3) Joint account held in the name of the reporting person and his wife.
- (4) 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.

Remarks:

This is the first of four 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.