

GTX INC /DE/  
Form 4  
February 26, 2008

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
DOGGRELL HENRY PATTON

(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)  
02/22/2008

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)

Vice President and Secretary

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)			
				(A) or (D)	Price					
Common Stock	02/22/2008		M	V	11,500	A	\$ 12.29	35,669	D	
Common Stock	02/22/2008		M	V	8,500	A	\$ 12.29	44,169	D	
Common Stock								5,141	I	By Spouse
Common Stock								2,177	I	By Trust
Common Stock								2,177	I	By Trust

Common Stock	1,000	I	By IRA
Common Stock	2,500 <sup>(1)</sup>	I	By Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 6.78	02/22/2008		M	11,500	<sup>(2)</sup> 09/30/2011	Common Stock	11,500
Employee Stock Option (Right to Buy)	\$ 6.24	02/22/2008		M	8,500	<sup>(3)</sup> 08/31/2013	Common Stock	8,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOGGRELL HENRY PATTON 3 N. DUNLAP STREET 3RD FLOOR MEMPHIS, TN 38163			Vice President and Secretary	

## Signatures

/s/ Henry P.  
Doggrell

02/26/2008

\_\_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) Shares are held in an account of which the reporting person is a joint owner and the reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
  - (2) These options vested and became exercisable in 5 equal annual installments beginning October 1, 2002. The shares acquired by the reporting person were acquired upon his exercise of 11,500 vested options.
  - (3) These options vested and became exercisable in 3 equal annual installments beginning September 1, 2006. The shares acquired by the reporting person were acquired upon his exercise of 8,500 vested options.

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.