

Murray Williams H  
 Form 5  
 February 17, 2009

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Murray Williams H**  
  
 (Last) (First) (Middle)  
  
**28426 RANCHO GRANDE**  
  
 (Street)

2. Issuer Name and Ticker or Trading Symbol  
**GTX CORP [GTXO.OB]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

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)  
**Chief Financial Officer**

6. Individual or Joint/Group Reporting  
  
 (check applicable line)

**LAGUNA NIGUEL, CA US**  
**92677**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  |                                | Amount  | (A) or (D) | Price   |  |  |   |
| Common Shares  | 05/23/2008                           | 05/23/2008   | S                              | 1,000   | D          | \$ 2.5  | 186,500  | D  | Â   |
| Common Shares  | 05/23/2008                           | 05/23/2008   | S                              | 500   | D          | \$ 2.51 | 184,500  | D  | Â   |
| Common Shares  | 05/29/2008                           | 05/29/2008   | S                              | 1,000   | D          | \$ 2.23 | 100,000  | D  | Â   |
| Common Shares  | 05/29/2008                           | 05/29/2008   | S                              | 1,000   | D          | \$ 2.28 | 95,500   | D  | Â   |

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|               |            |            |   |       |   |           |         |   |   |
|---------------|------------|------------|---|-------|---|-----------|---------|---|---|
| Common Shares | 05/29/2008 | 05/29/2008 | S | 500   | D | \$ 2.33   | 94,500  | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 2,500 | D | \$ 1.99   | 57,000  | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 100   | D | \$ 2.38   | 176,600 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 500   | D | \$ 2.42   | 165,500 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 1,500 | D | \$ 2.4    | 172,000 | D | Â |
| Common Shares | 05/28/2008 | 05/28/2008 | S | 500   | D | \$ 2.35   | 125,500 | D | Â |
| Common Shares | 05/28/2008 | 05/28/2008 | S | 1,500 | D | \$ 2.35   | 124,000 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 400   | D | \$ 2.04   | 120,100 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 500   | D | \$ 1.78   | 84,000  | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 2,000 | D | \$ 2.3989 | 55,000  | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 600   | D | \$ 2.38   | 176,000 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 1,000 | D | \$ 2.4    | 171,000 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 1,000 | D | \$ 2.1    | 113,000 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 500   | D | \$ 2.1    | 112,500 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 500   | D | \$ 2.14   | 110,000 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,500 | D | \$ 1.78   | 82,500  | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 2,000 | D | \$ 2.43   | 161,500 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 1,000 | D | \$ 2.48   | 148,000 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 1,000 | D | \$ 2.51   | 141,000 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 1,000 | D | \$ 2.15   | 108,000 | D | Â |
|               | 05/29/2008 | 05/29/2008 | S | 1,000 | D | \$ 2.22   | 102,500 | D | Â |

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|               |            |            |   |       |   |         |         |   |   |
|---------------|------------|------------|---|-------|---|---------|---------|---|---|
| Common Shares |            |            |   |       |   |         |         |   |   |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,500 | D | \$ 1.8  | 72,500  | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 500   | D | \$ 1.8  | 71,000  | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 2,000 | D | \$ 2.51 | 139,000 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 500   | D | \$ 2.23 | 101,000 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 2,000 | D | \$ 2.51 | 137,000 | D | Â |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Murray Williams H<br>28426 RANCHO GRANDE<br>LAGUNA NIGUEL, CA US 92677 | Â             | Â         | Â Chief Financial Officer | Â     |

## Signatures

Murray Williams  
02/13/2009  
Date

Signature of  
Reporting Person

## 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).

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