

GTX INC /DE/  
Form 4  
March 13, 2006

**FORM 4**

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

OMB APPROVAL

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

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**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)
Common Stock	03/09/2006		S(1)	200 D	\$ 11.16 496,338	I	By Joint Account (2)
Common Stock	03/09/2006		S(1)	74 D	\$ 11.32 496,264	I	By Joint Account (2)
Common Stock	03/09/2006		S(1)	400 D	\$ 11.705 495,864	I	By Joint Account (2)
Common Stock	03/09/2006		S(1)	200 D	\$ 11.355 495,664	I	By Joint Account

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Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.425	495,464	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.285	495,264	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.405	495,064	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	250	D	\$ 11.25	494,814	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.235	494,614	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	100	D	\$ 11.27	494,514	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	200	D	\$ 11.195	494,314	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	18	D	\$ 11.19	494,296	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	61	D	\$ 11.77	494,235	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	100	D	\$ 11.64	494,135	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	400	D	\$ 11.2475	493,735	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	35	D	\$ 11.48	493,700	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	100	D	\$ 11.75	493,600	I	<u>(2)</u> By Joint Account
Common Stock	03/09/2006	<u>S<sup>(1)</sup></u>	100	D	\$ 11.26	493,500	I	<u>(2)</u> By Joint Account

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Common Stock	03/09/2006	S <sup>(1)</sup>	200	D	\$ 11.305	493,300	I	By Joint Account (2)
Common Stock	03/09/2006	S <sup>(1)</sup>	300	D	\$ 11.4667	493,000	I	By Joint Account (2)
Common Stock	03/10/2006	S <sup>(1)</sup>	200	D	\$ 11.12	492,800	I	By Joint Account (2)
Common Stock	03/10/2006	S <sup>(1)</sup>	100	D	\$ 11.11	492,700	I	By Joint Account (2)
Common Stock						4,409,862	I	By LLC
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.**

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	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
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