GTX INC /DE/ Form 4 March 13, 2006

## FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

Form 5

1(b).

(Last)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* STEINER MITCHELL SHUSTER

(First)

(Middle)

3 N. DUNLAP STREET, 3RD **FLOOR** 

(Street)

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

\_X\_\_ 10% Owner \_X\_\_ Director \_\_Other (specify \_X\_\_ Officer (give title \_ below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MEMPHIS, TN 38163

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of	` '	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 <u>(1)</u>	200	D	\$ 11.16	496,338	I	By Joint Account
Common Stock	03/09/2006		S <u>(1)</u>	74	D	\$ 11.32	496,264	I	By Joint Account
Common Stock	03/09/2006		S <u>(1)</u>	400	D	\$ 11.705	495,864	I	By Joint Account
Common Stock	03/09/2006		S(1)	200	D	\$ 11.355	495,664	I	By Joint Account

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

#### Edgar Filing: GTX INC /DE/ - Form 4

Common Stock	03/09/2006	S <u>(1)</u>	200	D	\$ 11.305	493,300	I	By Joint Account
Common Stock	03/09/2006	S <u>(1)</u>	300	D	\$ 11.4667	493,000	I	By Joint Account
Common Stock	03/10/2006	S <u>(1)</u>	200	D	\$ 11.12	492,800	I	By Joint Account
Common Stock	03/10/2006	S <u>(1)</u>	100	D	\$ 11.11	492,700	I	By Joint Account
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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares (Insti

## **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

\*\*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) 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.
- (2) Joint account held in the name of the reporting person and his wife.

#### **Remarks:**

This is the second of four Form 4 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.

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