GTX INC /DE/ Form 4 April 17, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEINER MITCHELL SHUSTER			2. Issuer Name <b>and</b> Ticker or Trading Symbol GTX INC /DE/ [GTXI]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
3 N. DUNLAP STREET, 3RD FLOOR		3RD	(Month/Day/Year) 04/12/2006	_X_ Director _X_ 10% Owner _X_ Officer (give title _ Other (specify below) _ Chief Executive Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MEMPHIS, TN 38163			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secui	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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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	04/12/2006		S <u>(1)</u>	113	D	\$ 10.92	429,887	I	By Joint Account
Common Stock	04/12/2006		S <u>(1)</u>	1,300	D	\$ 10.84	428,587	I	By Joint Account (2)
Common Stock	04/12/2006		S <u>(1)</u>	601	D	\$ 10.85	427,986	I	By Joint Account
Common Stock	04/12/2006		S(1)	126	D	\$ 10.89	427,860	I	By Joint Account

								(2)
Common Stock	04/12/2006	S <u>(1)</u>	1,300	D	\$ 10.86	426,560	I	By Joint Account
Common Stock	04/12/2006	S(1)	500	D	\$ 10.87	426,060	I	By Joint Account
Common Stock	04/12/2006	S(1)	100	D	\$ 10.9	425,960	I	By Joint Account
Common Stock	04/12/2006	S(1)	800	D	\$ 10.83	425,160	I	By Joint Account
Common Stock	04/12/2006	S(1)	100	D	\$ 10.88	425,060	I	By Joint Account
Common Stock	04/12/2006	S(1)	100	D	\$ 10.91	424,960	I	By Joint Account
Common Stock	04/12/2006	S(1)	360	D	\$ 10.8428	424,600	I	By Joint Account
Common Stock	04/12/2006	S <u>(1)</u>	400	D	\$ 10.855	424,200	I	By Joint Account
Common Stock	04/12/2006	S <u>(1)</u>	400	D	\$ 10.805	423,800	I	By Joint Account
Common Stock	04/12/2006	S <u>(1)</u>	200	D	\$ 10.815	423,600	I	By Joint Account
Common Stock	04/12/2006	S <u>(1)</u>	100	D	\$ 10.88	423,500	I	By Joint Account
Common Stock	04/12/2006	S <u>(1)</u>	500	D	\$ 10.82	423,000	I	By Joint Account
Common Stock	04/13/2006	S <u>(1)</u>	779	D	\$ 10.91	422,221	I	By Joint Account
Common Stock	04/13/2006	S <u>(1)</u>	881	D	\$ 10.92	421,340	I	By Joint Account

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Common Stock	04/13/2006	S <u>(1)</u>	500	D	\$ 10.93	420,840	I	By Joint Account
Common Stock	04/13/2006	S <u>(1)</u>	31	D	\$ 10.96	420,809	I	By Joint Account
Common Stock	04/13/2006	S <u>(1)</u>	219	D	\$ 10.85	420,590	I	By Joint Account
Common Stock	04/13/2006	S <u>(1)</u>	200	D	\$ 10.82	420,390	I	By Joint Account
Common Stock						26,500	D	
Common Stock						26,500	I	By Wife
Common Stock						4,409,862	I	By LLC
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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(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	Transactio	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	Kelationships						
	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 04/17/2006

\*\*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 first of two 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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