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GENTA INCORPORATED /DE/
Form 4
February 08, 2002

FORM 4

OMB APPROVAL

OMB NUMBER: 3235-0104
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UNITED STATES SECURITY AND EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[] Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligation may continue.
See Instruction 1(b)
(Print or Type Response)

1. Name and Address of Reporting Person*

Warrell, Jr. Raymond P.

(Last) (First) (Middle)

c/o Genta Incorporated, Two Connell Drive

(Street)

Berkeley Heights NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Genta Incorporated (Nasdaq: GNTA)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

January 2002

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

* If the Form is filed by more than one reporting person, see Instruction 5(b) (v).

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 CONTROL NUMBER.
SEC1474 (3-99)

FORM 4
(Continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8 P o D a S i (5	
Options to acquire Common Stock (4)	\$13.70	1/25/02	A		1/25/03 1/25/12	Common Stock, par value \$.001	300,000	

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Explanation of Responses

- (1) Does not include 1,000 shares held by the Reporting Person's spouse's individual retirement account.
- (2) Held by the Reporting Person's individual retirement account.
- (3) Shares issued to Relgen LLC, a privately held corporation, of which the Reporting Person is the majority stockholder.
- (4) These options were approved by the Board of Directors on January 25, 2002 for milestones achieved in the year 2001, and vest equally over the next four (4) years.

/s/ Raymond P. Warrell, Jr.

February 8, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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