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
obligations may continue. See
Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person HYDE JOSEPH R III						GTX INC /DE/ [ GTXI ]								(Check all applicable)  X Director X 10% Owner						
(Last) (First) (Middle) 175 TOYOTA PLAZA 7TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 10/01/2012								Officer (give title Other (specify below) below)						
					- 4.1	If Amend	ment, Date	of Orig	inal Fi	iled (Month/Da	ay/Year)		6. Ind Line)	lividual o	Joint/Gr	roup Filii	ng (Ched	k Applicable		
(Street) MEMPH	IS T	N	38103											X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	(State) (Zip)																		
		Tab	le I - 1	Non-Deriv	ativ	e Secu	rities A	cquire	ed, D	isposed o	f, or B	enefic	ially	Owne	d					
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) o Disposed Of (D) (Instr. 3, 4 a 5)					lly ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct ndirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) or (D)	Price	Ti	ransactio nstr. 3 an	n(s) d 4)			(IIISU: 4)		
Common	Stock			10/01/2	012			A		1,801.31	A	\$4.5	8	9,957,4	09.7	Ι	)			
Common	Stock													216,4	62	]	[	By Spouse		
Common	Stock													66,6	04	]		By 2009-4 GRAT		
Common	Stock													13,3	20	]		By 2009-5 GRAT		
Common	Stock													448,4	186	]		By 2010-1 GRAT		
Common	Stock													89,6	96	]		By 2010-2 GRAT		
Common	Stock													1,126,	128	]		By 2011-1 GRAT		
Common	Stock													1,000,	000	]		By 2012-1 GRAT		
Common	Stock													410,3	25	]		By Trust		
Common	Stock													410,3	24	]		By Trust		
Common Stock													410,3	24	]	[	By Trust			
Common	Stock													144,6	545	]	[	By Trust		
Common	Stock													114,3	50	]	[	By Trust		
Common	Stock													91,6	28	]	[ ]	By Pittco Associates, L.P. <sup>(1)</sup>		
Common	Stock													145,3	552	1	[ ]	By Pittco Associates II, L.P. <sup>(1)</sup>		
Common Stock													3,915,716		1	] ]	By Pittco Investments, L.P. <sup>(1)</sup>			
		T	able II							posed of, convertib				wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu	eemed	4. Trans	saction (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Dat		rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		8. Price of Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersh Form: Direct (D or Indire (I) (Instr.	Beneficial ) Ownership ct (Instr. 4)		

		Та	ble II - Deriva (e.g., p	l				ired, Disp options,			lor i	7			
1. Title of	2.	3. Transaction	3A. Deemed	Code		6A)Nu	ım(Be)r	Expertis Ebler	ist2abther and		aShiodares	8. Price of	9. Number of	10.	11. Nature
Derivative Deplaritation	Conversion of Elespisas		Execution Date, if any	Transa Code (	iction (Instr.	Deriv	ative	Expiration D (Month/Day/	<del>ate</del> Year)	Amour Securi		Derivative Security	derivative Securities	Ownership Form:	of Indirect Beneficial
(Instr. 3) I. The report	Price of ing person disc	laims beneficial own	if any (Month/Day/Year) ership of these securit e purposes of Section	8) ies exce	pt to the	Secu	rities Lof his	pecuniary inter	est therein, ar	Underl	ying histon of the	(Instr. 5) ese shares in I	Beneficially nisteport shall not Owned	Direct (D) be deemed an or indirect	Ownership admission of (Instr. 4)
beneficial ow	nesship of the	reported shares for th	e purposes of Section	16 or aı	ny other	PAYE	se.			Securi	ty (Instr. 3	ı	Following	(I) (Instr. 4)	(111311. 4)
Remarks	<b>:</b>					Dispo	osed \			and 4)			Reported Transaction(s)		
	İ	j	j i	İ		(Insti	ŕ. 3, 4	İ		I .	1	iall bro	(Instr. 4)	İ	
				and 5)			5)	/s/ Henry P. Dogg Power of Attorney				• • • • • • • • • • • • • • • • • • • •		2	
							Т	1		1		ī		Γ	
									**	\$ignatur	e <b>AmRept</b> or	ing Person	Date		
1	l '	r	class of securities	l .			rectly	,			Number				
* If the form	is filed by mo	e than one reportir	g person, see Instr	uction 4	(b)(v)	(A)	(D)	Date Evercisable	Expiration	Title	Of Shares				
** Intentiona	misstatemer	ts or omissions of	facts constitute Fed	eral Cri	lminal \	kibilatio	ns se	18 IIS C 1	101 and 15 I	LS C 7	Rff(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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