

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>HYDE JOSEPH R III</u> (Last) (First) (Middle) <u>175 TOYOTA PLAZA</u> <u>7TH FLOOR</u> (Street) <u>MEMPHIS TN 38103</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>GTX INC /DE/ [GTXI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2012</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/01/2012 | | A | | 1,801.31 | A | \$4.58 | 9,957,409.7 | D | |
| Common Stock | | | | | | | | 216,462 | I | By Spouse |
| Common Stock | | | | | | | | 66,604 | I | By 2009-4 GRAT |
| Common Stock | | | | | | | | 13,320 | I | By 2009-5 GRAT |
| Common Stock | | | | | | | | 448,486 | I | By 2010-1 GRAT |
| Common Stock | | | | | | | | 89,696 | I | By 2010-2 GRAT |
| Common Stock | | | | | | | | 1,126,128 | I | By 2011-1 GRAT |
| Common Stock | | | | | | | | 1,000,000 | I | By 2012-1 GRAT |
| Common Stock | | | | | | | | 410,325 | I | By Trust |
| Common Stock | | | | | | | | 410,324 | I | By Trust |
| Common Stock | | | | | | | | 410,324 | I | By Trust |
| Common Stock | | | | | | | | 144,645 | I | By Trust |
| Common Stock | | | | | | | | 114,350 | I | By Trust |
| Common Stock | | | | | | | | 91,628 | I | By Pittco Associates, L.P. ⁽¹⁾ |
| Common Stock | | | | | | | | 145,352 | I | By Pittco Associates II, L.P. ⁽¹⁾ |
| Common Stock | | | | | | | | 3,915,716 | I | By Pittco Investments, L.P. ⁽¹⁾ |

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 of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

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

| 1. Title of Derivative (Instr. 3) | 2. Conversion Date (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code V Transaction Code (Instr. 8) | (A) Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Date Exercisable (Month/Day/Year) | Expiration Date (Month/Day/Year) | Title and Amount of Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|-------------------------------------|--------------------------------------|--|------------------------------------|---|-----------------------------------|----------------------------------|---|--|--|---|--|
| Remarks: | | | | | | | | /s/ Henry P. Doggrell, by Power of Attorney | | 10/02/2012 | | |
| <p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> | | | | | | | | | | | | |

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

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 Number.