

**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 *<br><u>DOGGRELL HENRY PATTON</u><br><br>(Last) (First) (Middle)<br>3 N. DUNLAP STREET<br>3RD FLOOR<br><br>(Street)<br>MEMPHIS TN 38163<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GTX INC /DE/ [ GTXI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Vice President and Secretary</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/22/2008</u>       |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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                    | 02/22/2008                           |  | M                              |   | 11,500  | A          | \$12.29 | 35,669  | D  |   |
| Common Stock                    | 02/22/2008                           |  | M                              |   | 8,500   | A          | \$12.29 | 44,169  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 5,141   | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 2,177   | I  | By Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 2,177   | I  | By Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,000   | I  | By IRA  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 2,500 <sup>(1)</sup>  | I  | By Son  |

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Employee Stock Option (Right to Buy)       | \$6.78   | 02/22/2008                           |  | M                              |   |  | 11,500 | (2)  | 09/30/2011      | Common Stock 11,500   | \$0.00                                     | 101,000  | D   |  |
| Employee Stock Option (Right to Buy)       | \$6.24   | 02/22/2008                           |  | M                              |   |  | 8,500  | (3)  | 08/31/2013      | Common Stock 8,500  | \$0.00                                     | 4,250  | D   |  |

**Explanation of Responses:**

- Shares are held in an account of which the reporting person is a joint owner and the reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- These options vested and became exercisable in 5 equal annual installments beginning October 1, 2002. The shares acquired by the reporting person were acquired upon his exercise of 11,500 vested options.
- These options vested and became exercisable in 3 equal annual installments beginning September 1, 2006. The shares acquired by the reporting person were acquired upon his exercise of 8,500 vested options.

**Remarks:**

/s/ Henry P. Doggrell 02/26/2008

\*\* Signature of Reporting Person Date

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 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).

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.