

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>PONTIUS JOHN HOFMANN</u>  (Last) (First) (Middle) <u>3 N. DUNLAP STREET</u> <u>3RD FLOOR</u>  (Street) <u>MEMPHIS TN 38163</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2004</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	02/06/2004		C		11,669 <sup>(1)</sup>	A	(2)	48,261	D	
Common Stock	02/06/2004		C		11,669 <sup>(1)</sup>	A	(2)	48,261	I	By spouse
Common Stock	02/06/2004		C		2,895 <sup>(3)</sup>	A	(2)	8,760	I	By trust
Common Stock	02/06/2004		C		2,895 <sup>(3)</sup>	A	(2)	8,760	I	By trust

**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	Title	Amount or Number of Shares				
Series E Preferred Stock	(4)	08/07/2003		P		1,648		(5)	(2)	Common Stock	14,008 <sup>(6)</sup>	\$60.692	1,648	D	
Series E Preferred Stock	(4)	08/07/2003		P		1,648		(5)	(2)	Common Stock	14,008 <sup>(6)</sup>	\$60.692	1,648	I	By spouse
Series E Preferred Stock	(4)	09/12/2003		G	V		330	(5)	(2)	Common Stock	2,805 <sup>(6)</sup>	(2)	1,318	D	
Series E Preferred Stock	(4)	09/12/2003		G	V	330		(5)	(2)	Common Stock	2,805 <sup>(6)</sup>	(2)	330	I	By trust
Series E Preferred Stock	(4)	09/12/2003		G	V	330		(5)	(2)	Common Stock	2,805 <sup>(6)</sup>	(2)	1,318	I	By spouse
Series E Preferred Stock	(4)	09/12/2003		G	V	330		(5)	(2)	Common Stock	2,805 <sup>(6)</sup>	(2)	330	I	By trust
Series E Preferred Stock	(4)	02/06/2004		C			1,318	(5)	(2)	Common Stock	11,669 <sup>(1)</sup>	(2)	0	D	
Series E Preferred Stock	(4)	02/06/2004		C			1,318	(5)	(2)	Common Stock	11,669 <sup>(1)</sup>	(2)	0	I	By spouse
Series E Preferred Stock	(4)	02/06/2004		C			330	(5)	(2)	Common Stock	2,895 <sup>(3)</sup>	(2)	0	I	By trust
Series E Preferred Stock	(4)	02/06/2004		C			330	(5)	(2)	Common Stock	2,895 <sup>(3)</sup>	(2)	0	I	By trust
Director Stock Option (Right to Buy)	\$14.5	02/06/2004		A		10,000		(7)	02/06/2014	Common Stock	10,000	(2)	10,000	D	

Explanation of Responses:

1. Includes 466 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
2. Not applicable.
3. Includes 90 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
4. Conversion is based on an 8.5 for 1 ratio.
5. Is immediately exercisable.
6. Does not include additional shares of common stock issuable upon conversion of dividends accrued on the Series E Preferred Stock.
7. The option vests and becomes exercisable in 3 equal annual installments beginning on the first anniversary of the date of grant.

**Remarks:**

Attorney-In-Fact

/s/ Henry P. Doggrell, by Power 02/06/2004  
of Attorney

\*\* 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.

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