

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

GTx, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

40052B108

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS: Marc S. Hanover I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="radio"/> (b) <input type="radio"/>		
3	SEC USE ONLY:		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER: 457,852	
	6	SHARED VOTING POWER: 1,353,786	
	7	SOLE DISPOSITIVE POWER: 457,852	
	8	SHARED DISPOSITIVE POWER: 1,353,786	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,811,638		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 5.2%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN		

Item 1(a). Item 1(b). Item 2(a). Item 2(b). Item 2(c). Item 2(d). Item 2(e). Item 3. Item 4.	<u>Name of Issuer:</u> <u>Address of Issuer's</u> <u>Principal Executive Offices:</u> <u>Name of Person Filing:</u> <u>Address of Principal</u> <u>Business Office or, if none, Residence:</u> <u>Organization/Citizenship:</u> <u>Title of Class Of Securities:</u> <u>CUSIP Number:</u> <u>Inapplicable.</u> <u>Ownership.</u>	GTx, Inc. 3 N. Dunlap Street Van Vleet Building Memphis, TN 38163 Marc S. Hanover 3 N. Dunlap Street Memphis, TN 38163 United States of America Common Stock, \$0.001 par value 40052B108
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Person	Total Shares of Common Stock Beneficially Owned	Percent of Class(1)	Sole Voting Power	Shared Voting Power	Sole Power to Dispose	Shared Power to Dispose
Marc S. Hanover	1,811,638	5.2%	457,852	1,353,786	457,852	1,353,786

(1) Based on **34,822,362** Common Stock outstanding as of December 31, 2006.

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Inapplicable

Item 8. Identification and Classification of Members of the Group.

Inapplicable

Item 9. Notice of Dissolution of Group.

Inapplicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/2007

Date

/s/ Marc S. Hanover

(Signature)

Marc S. Hanover

President and Chief Operating Officer of GTx, Inc.