

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>SCHULER JACK W</u>  (Last) (First) (Middle) 28161 N. KEITH DRIVE  (Street) LAKE FOREST IL 60045  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2009	
	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	05/25/2010		P		75,000	A	\$1.9353	3,723,294	D	
Common Stock	05/25/2010		P		51,215	A	\$3.0198	3,774,509	D	
Common Stock	05/27/2010		P		200,000	A	\$2.0634	3,974,509	D	
Common Stock	05/28/2010		P		186,684	A	\$2.0451	4,161,193	D	
Common Stock	06/01/2010		P		43,316	A	\$2.0325	4,204,509	D	
Common Stock	06/02/2010		P		6,779	A	\$2.0994	4,211,288	D	
Common Stock	06/03/2010		P		115,290	A	\$2.5456	4,326,578	D	
Common Stock	06/04/2010		P		126,286	A	\$2.6764	4,452,864	D	
Common Stock	06/07/2010		P		110,000	A	\$2.5552	4,562,864	D	
Common Stock	11/01/2010		P		3,217,857	A	\$2.8	7,780,721	D	
Common Stock	11/08/2010		P		6,800	A	\$4	7,787,521	D	
Common Stock	11/29/2010		S		1,700,000	D	\$2.755	6,087,521	D	
Common Stock	12/14/2010		S		21,500	D	\$2.58	21,500 <sup>(1)</sup>	I	By wife

**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				
Put Option (right to sell)	\$7.5	11/03/2010		P		2,468		11/03/2010	11/20/2010	Common Stock	264,800	\$488	0	D	
Put Option (obligation to buy)	\$4	11/03/2010		S			4,713	11/03/2010	05/21/2011	Common Stock	471,300	\$135	4,713	D	
Put Option (obligation to buy)	\$4	11/08/2010		X		68		11/03/2010	05/21/2011	Common Stock	6,800	\$0	4,645	D	

**Explanation of Responses:**

1. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

**Remarks:**

Form 2 of 2 (to be considered a single form)

/s/ Jack W. Schuler

03/16/2011

\*\* 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.

