FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* STEINER MITCHELL SHUSTER					2. Issuer Name and Ticker or Trading Symbol GTX INC /DE/ [GTXI]									k all app			X 10% C		
(Last) 3 N. DUI 3RD FLC	(First) (Middle) UNLAP STREET LOOR					3. Date of Earliest Transaction (Month/Day/Year) 07/17/2006								X Officer (give title Other (specify below) below) Chief Executive Officer					
(Street) MEMPHIS TN 38163 (City) (State) (Zip)				- 4. l [·]	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicate) X Form filed by One Reporting Persor Form filed by More than One Reporting Person											son			
(City)	(5)			lon-Deriv	vative	Sec	uritie	s Ac	auire	d. D	isposed o	f. or B	Renefi	cially	Own	ed.			
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day				tion	2A. Deemed Execution Date,		3.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			5. Amount of Securities Beneficially Owned Following		ount of ties cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price			ed ction(s) 3 and 4)			(Instr. 4)
Common Stock				07/17/2				S ⁽¹⁾		6,900	D	\$7.90	047(2)	22	7,700		I	By Joint Account ⁽³⁾	
Common Stock			07/18/2006		6		S ⁽¹⁾		6,900	D	\$7.78	B47 ⁽⁴⁾	220,800		I		By Joint Account ⁽³⁾		
Common Stock															2	6,500		D	
Common Stock														2	6,500		I	By Wife	
Common Stock														4,4	09,862		I	By LLC	
Common Stock														198,425			I	By GRAT	
Common Stock														100,215		I		By Trust	
Common Stock														10	0,215		I	By Trust	
Common Stock													100,215			I	By Trust		
Common	Stock														10	0,215		I	By Trust
		Ta	ble II								posed of, convertib				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Execui if any	3A. Deemed 4 Execution Date, 1		ransaction code (Instr.		5. Number			rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		8. F Der Sec (Ins	ivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (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 Exerc	isable	Expiration Date	Title	Amour or Number of Shares	er					

Explanation of Responses:

- 1. The sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and his wife on February 23, 2006.
- 2. An aggregate of 6,900 shares were sold on July 17, 2006 at purchase prices ranging from \$7.71 to \$8.26.
- 3. Joint account held in the name of the reporting person and his wife.
- $4. \ An \ aggregate \ of \ 6,900 \ shares \ were \ sold \ on \ July \ 18,2006 \ at \ purchase \ prices \ ranging \ from \ \$7.70 \ to \ \$8.06.$

Remarks:

/s/ Henry P. Doggrell, by Power of Attorney

07/19/2006

** Signature of Reporting Person

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.