FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*  ROBINSON KENNETH S						2. Issuer Name <b>and</b> Ticker or Trading Symbol GTX INC /DE/ [ GTXI ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
KODINGON KENNETIT S														X	Direc	ctor	1	)% O	wner	
(Last) (First) (Middle) 175 TOYOTA PLAZA					3. Date of Earliest Transaction (Month/Day/Year) 01/01/2010										Offic belov	er (give title w)		Other (specify below)		
7TH FLOOR				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)															X	Forn	n filed by One	Reporting	Perso	on
MEMPH 	IS TN	√ 3 ————————————————————————————————————	8103											Form filed by More than One Reporting Person						
(City)	(St	ate) (2	Zip)																	
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, or	Bene	eficia	ally (	Owne	ed			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					ar)   i	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Di			4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Se Be Ov		ount of ities icially d Following ted	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	•	Transaction(s (Instr. 3 and 4				(31041. 4)
Common Stock 01/0				01/01	/2010				A		2,142.8	86 A		\$4	54.2 5		,721.7	D		
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)	rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) Execution Date,			Date,	4. Transaction Code (Instr. 8)		of Derive Secu Acque (A) or Disposof (D) (Instr	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. and 4)			ice of vative urity r. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Exercisa		Date	Title	Sha	res						

**Explanation of Responses:** 

Remarks:

/s/ Mark E. Mosteller, by Power of Attorney

01/05/2010

\*\* 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.