

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

| OMB APPROVAL | |
|--|-----------|
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| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>SCHULER JACK W</u> (Last) (First) (Middle) <u>28161 N. KEITH DRIVE</u> (Street) <u>LAKE FOREST IL 60045</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2009</u> | |
| | | 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 | 11/02/2009 | | P | | 4,300 | A | \$9.48 | 2,890,890 | D | |
| Common Stock | 11/04/2009 | | P | | 200,000 | A | \$9.0413 | 3,090,890 | D | |
| Common Stock | 11/05/2009 | | P | | 100,000 | A | \$4.5 | 3,190,890 | D | |
| Common Stock | 11/05/2009 | | P | | 10,000 | A | \$7.5 | 3,200,890 | D | |
| Common Stock | 11/06/2009 | | P | | 151,500 | A | \$3.9033 | 3,352,390 | D | |
| Common Stock | 11/06/2009 | | P | | 2,500 | A | \$7.5 | 3,354,890 | D | |
| Common Stock | 11/09/2009 | | P | | 134,282 | A | \$3.5959 | 3,489,172 | D | |
| Common Stock | 11/09/2009 | | P | | 12,500 | A | \$7.5 | 3,501,672 | D | |
| Common Stock | 11/09/2009 | | P | | 5,000 | A | \$10 | 3,506,672 | D | |
| Common Stock | 11/13/2009 | | P | | 25,000 | A | \$10 | 3,531,672 | D | |
| Common Stock | 03/04/2010 | | P | | 40,000 | A | \$3.6565 | 3,571,672 | D | |
| Common Stock | 03/05/2010 | | P | | 33,100 | A | \$3.7097 | 3,604,772 | D | |
| Common Stock | 03/08/2010 | | P | | 16,000 | A | \$3.7971 | 3,620,772 | D | |
| Common Stock | 03/09/2010 | | P | | 26,789 | A | \$3.7696 | 3,647,561 | D | |
| Common Stock | 03/10/2010 | | P | | 40,000 | A | \$3.7488 | 3,687,561 | D | |
| Common Stock | 03/11/2010 | | P | | 12,700 | A | \$3.6448 | 3,700,261 | D | |
| Common Stock | 03/12/2010 | | P | | 18,518 | A | \$3.7419 | 3,718,779 | D | |
| Common Stock | 04/06/2010 | | S | | 85,000 | D | \$3.395 | 3,633,779 | D | |
| Common Stock | 05/07/2010 | | P | | 14,515 | A | \$3.1161 | 3,648,294 | 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) | 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 | | | | | | Amount or Number of Shares |
| Put Option (obligation to buy) | \$7.5 | 11/05/2009 | | X | | 100 | | 08/14/2009 | 11/20/2009 | Common Stock | 10,000 | \$0 | 450 | 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) | 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 (obligation to buy) | \$7.5 | 11/06/2009 | | X | | | 25 | 08/14/2009 | 11/20/2009 | Common Stock | 2,500 | \$0 | 425 | D | |
| Put Option (obligation to buy) | \$7.5 | 11/09/2009 | | X | | | 125 | 08/14/2009 | 11/20/2009 | Common Stock | 12,500 | \$0 | 300 | D | |
| Put Option (obligation to buy) | \$10 | 11/09/2009 | | X | | | 50 | 10/26/2009 | 11/20/2009 | Common Stock | 5,000 | \$0 | 250 | D | |
| Put Option (obligation to buy) | \$10 | 11/13/2009 | | X | | | 250 | 10/26/2009 | 11/20/2009 | Common Stock | 25,000 | \$0 | 0 | D | |
| Put Option (obligation to buy) | \$7.5 | 04/27/2010 | | S | | | 750 | 04/27/2010 | 11/20/2010 | Common Stock | 75,000 | \$510.4 | 750 | D | |
| Put Option (obligation to buy) | \$7.5 | 04/28/2010 | | S | | | 398 | 04/28/2010 | 11/20/2010 | Common Stock | 39,800 | \$504.05 | 1,148 | D | |
| Put Option (obligation to buy) | \$7.5 | 04/29/2010 | | S | | | 100 | 04/29/2010 | 11/20/2010 | Common Stock | 10,000 | \$500 | 1,248 | D | |
| Put Option (obligation to buy) | \$7.5 | 05/03/2010 | | S | | | 29 | 05/03/2010 | 11/20/2010 | Common Stock | 2,900 | \$491.62 | 1,277 | D | |
| Put Option (obligation to buy) | \$7.5 | 05/04/2010 | | S | | | 871 | 05/04/2010 | 11/20/2010 | Common Stock | 87,100 | \$473.85 | 2,148 | D | |
| Put Option (obligation to buy) | \$7.5 | 05/05/2010 | | S | | | 500 | 05/05/2010 | 11/20/2010 | Common Stock | 50,000 | \$459.02 | 2,648 | D | |

Explanation of Responses:

Remarks:

Form 1 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.

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.