

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>MOSTELLER MARK EDWARD</u> (Last) (First) (Middle) 3 N. DUNLAP STREET 3RD FLOOR (Street) MEMPHIS TN 38163 (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 10% Owner X Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/06/2004		C		7,282 ⁽¹⁾	A	(2)	7,282	D	
Common Stock	02/06/2004		P		500	A	\$14.5	7,782	D	
Common Stock	02/06/2004		C		7,282 ⁽¹⁾	A	(2)	7,282	I	By Spouse

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
Series E Preferred stock	(3)	08/07/2003		P		824		(4)	(2)	Common Stock	7,004 ⁽⁵⁾	\$60.692	824	D	
Series E Preferred Stock	(3)	08/07/2003		P		824		(4)	(2)	Common Stock	7,004 ⁽⁵⁾	\$60.692	824	I	By Spouse
Series E Preferred Stock	(3)	02/06/2004		C			824	(4)	(2)	Common Stock	7,282 ⁽¹⁾	(2)	0	D	
Series E Preferred Stock	(3)	02/06/2004		C			824	(4)	(2)	Common Stock	7,282 ⁽¹⁾	(2)	0	I	By Spouse
Employee Stock Option (Right to Buy)	\$6.24	08/01/2003		A		17,000		(6)	08/01/2013	Common Stock	17,000	(2)	17,000	D	
Employee Stock Option (Right to Buy)	\$6.28	09/01/2003		A		25,500		(7)	09/01/2013	Common Stock	25,500	(2)	25,500	D	

Explanation of Responses:

- Includes 278 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
- Not applicable.
- Conversion is based on an 8.5 for 1 ratio.
- Is immediately exercisable.
- Does not include additional shares of common stock issuable upon conversion of dividends accrued on the Series E Preferred Stock
- The option vests and is exercisable in 3 equal annual installments beginning on August 1, 2006.
- The option vests and is exercisable in 3 equal annual installments beginning on September 1, 2006.

Remarks:

Attorney-In-Fact

/s/ Henry P. Doggrell, by Power 02/06/2004

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.

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