

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HYDE JOSEPH R III</u> (Last) (First) (Middle) <u>175 TOYOTA PLAZA</u> <u>7TH FLOOR</u> (Street) <u>MEMPHIS TN 38103</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/03/2016</u>	
	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	10/03/2016		A		20,559.21	A	\$0.00	35,474,960.24 ⁽¹⁾	D	
Common Stock								216,462	I	By Spouse
Common Stock								1,956,540	I	By 2015-1 GRAT
Common Stock								978,270	I	By 2015-2 GRAT
Common Stock								652,180	I	By 2015-3 GRAT
Common Stock								1,956,540	I	By 2015-4 GRAT
Common Stock								1,956,540	I	By 2015-5 GRAT
Common Stock								200,430 ⁽²⁾	I	By 2014-4 GRAT
Common Stock								13,361 ⁽³⁾	I	By 2014-5 GRAT
Common Stock								13,361 ⁽⁴⁾	I	By 2014-6 GRAT
Common Stock								508,904	I	By Trust
Common Stock								508,903	I	By Trust
Common Stock								508,903	I	By Trust
Common Stock								203,791	I	By Trust
Common Stock								114,350	I	By Trust
Common Stock								145,352	I	By Pittco Associates II, L.P. ⁽⁵⁾
Common Stock								3,915,716	I	By Pittco Investments, L.P. ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. Includes annuity distributions of 1,853,096 shares from the 2014-4 Grantor Retained Annuity Trust, 123,540 shares from the 2014-6 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership.</p> <p>2. Excludes annuity distribution of 1,853,096 shares from the 2014-4 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership.</p> <p>3. Excludes annuity distribution of 123,540 shares from the 2014-5 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership..</p> <p>4. Excludes annuity distribution of 123,540 shares from the 2014-6 Grantor Retained Annuity Trust to the reporting person on August 19, 2016 and represents a change in form of beneficial ownership.</p> <p>5. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purpose of Section 16 or any other purpose.</p>											
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 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)
Explanation of Responses:											

** 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.