

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

|   |  |  |
|---|--|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>STEINER MITCHELL SHUSTER</u><br><br>(Last) (First) (Middle)<br><u>3 N. DUNLAP STREET</u><br><u>3RD FLOOR</u><br><br>(Street)<br><u>MEMPHIS TN 38163</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>GTX INC /DE/ [ GTXI ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br><u>Chief Executive Officer</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>03/29/2006</u>       |  |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                    | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> 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                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 126   | D          | \$10.97  | 457,874   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 613   | D          | \$10.9   | 457,261   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 500   | D          | \$10.92  | 456,761   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.87  | 456,561   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.86  | 456,361   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$10.85  | 456,261   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$10.89  | 456,161   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 464   | D          | \$10.84  | 455,697   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$10.82  | 455,397   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$10.95  | 455,297   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 338   | D          | \$10.79  | 454,959   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.81  | 454,759   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$10.76  | 454,459   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.75  | 454,259   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$10.73  | 453,859   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.74  | 453,659   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 637   | D          | \$10.78  | 453,022   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.855 | 452,822   | I  | By Joint Account <sup>(2)</sup>                       |

**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                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$10.825 | 452,422   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.875 | 452,222   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.885 | 452,022   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    | 03/29/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$10.785 | 451,822   | I  | By Joint Account <sup>(2)</sup>                       |
| Common Stock                    |                                      |  |                                |   |   |            |          | 26,500  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 26,500  | I  | By Wife   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 4,409,862   | I  | By LLC  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 198,425   | I  | By GRAT   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 100,215   | I  | By Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 100,215   | I  | By Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 100,215   | I  | By Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 100,215   | I  | By Trust  |

**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 |   |  |  |   |  |

**Explanation of Responses:**

- 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.
- Joint account held in the name of the reporting person and his wife.

**Remarks:**

This is the first of three Form 4 filings for Dr. Steiner.

/s/ Henry P. Doggrell, by 03/31/2006  
Power of Attorney.

\*\* 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.