SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DALTON JAMES T	GTX INC /DE/ [GTXI]	

(Last)	(First)	(Middle)
175 TOYOTA PLAZA		
7TH FLOOR		

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2013

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

VP, Chief Scientific Officer

(Street)		
MEMPHIS	TN	38103

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

(City)	(State)	(Zip)

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	10/01/2013		A[(1)]		100,000	A	$0	100,000	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				
Nonstatutory Stock Option (Right to Buy)	$1.88	10/01/2013		A		100,000		[(2)]	09/30/2023	Common Stock	100,000	$0	100,000	D	

Explanation of Responses:

1. Represents the grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of GTx common stock upon the vesting of the unit. The restricted stock units will vest in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) a change in control of GTx.

2. The option vests and is exercisable in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) specified change in control transactions involving GTx.

/s/ Henry P. Doggrell, by Power of Attorney   10/02/2013

** Signature of Reporting Person   Date