FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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 HYDE JOSEPH R III						GTX INC /DE/ [GTXI]								(Check all applicable) X Director X 10% Owner Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 175 TOYOTA PLAZA 7TH FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 01/19/2012													
, TITTEC	——————————————————————————————————————				- 4. I1	f Amen	dment, Date	of Origi	inal Fi	led (Month/Da	ay/Year)		6. Individual o .ine)	or Joint/G	roup Fili	ing (Chec	k Applicable		
(Street) MEMPH	IS T	N 3	38103		_									n filed by		eporting P an One F			
(City)	(Si	tate) (Zip)																
		Tabl	e I - N	on-Deriv	ative	Sec	urities Ac	quire	d, D	isposed c	of, or B	enefici	ally Own	ed					
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 Disposed Of 5)	Acquired f (D) (Insti	d (A) or r. 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V			Amount	int (A) or Price		Transaction(s) (Instr. 3 and 4)									
Common	Stock												9,145,24	10.16(1)]	D			
Common	Stock												1,000	,000			By 2012-1 GRAT		
Common	Stock												1,500	,000			By 2011-1 GRAT		
Common	Stock												808,	169			By 2010-1 GRAT		
Common	Stock												161,0	633			By 2010-2 GRAT		
Common	Stock												66,6	04			By 2009-4 GRAT		
Common	Stock												13,3	20			By 2009-5 GRAT		
Common	Stock												216,4	462		I	By Spouse		
Common	Stock												410,3	325		I	By Trust		
Common	Stock												410,3	324		I	By Trust		
Common	Stock												410,3	324		I	By Trust		
Common	Stock												144,0	545		I	By Trust		
Common	Stock												114,3	350		I	By Trust		
Common	Stock												91,6	28		I	By Pittco Associates, L.P. ⁽²⁾		
Common	Stock												145,3	352		I	By Pittco Associates II, L.P. ⁽²⁾		
Common Stock											3,915,716			I	By Pittco Investments, L.P. ⁽²⁾				
		Ta	ble II							posed of, convertib									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execut if anv	Deemed 4. ution Date, Tran		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) Beneficial Owned Followin Reporter Transact (Instr. 4)		ve es ially ng d tion(s)	10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownership (Instr. 4)		

		Та							ired, Disp options,	onvertik		lor i	,			
1. Title of	2. Conversion	3. Transaction	3A. Deem		€.ode Transa			ım(15 0e)r	Expertise later			aSolodares	8. Price of	9. Number of	10. Ownership	11. Nature
ESeptiantation	of Elespisas	e(Month/Day/Year)	if any	·	Code (Instr.	Deriv	ative	(Month/Day/	(ear)	Amour Securi	ties	Security	Securities	Form:	Beneficial
I. Excludes 1	Price of shares	previously owned d	(Month/D	ay/Year) " he reportin	8) ng perso	n which	Secu	rities contribu	ited to the 2012	-1 grantor ret	Underl	ying trust or	(Instr. 5) 19,	Beneficially 2 of 2 and are now . Owned	Direct (D) owned indirect or indirect	Ownership
The reporti	in §ecurity discl	aims beneficial owne	ership of th	ese securit	ies exce	pt to the	e ((A))eo	t of his				tys(Instrf 3he				
Remarks		oportou siures for un	l puipose e			y outer	j of (D) r. 3, 4			ļ [^]	ļ		Transaction(s) (Instr. 4)		
									/s/ Henry P. Doggre Power of Attorney					01/23/201	1 <u>2</u> 1	
									Dete:		signatur		ing Person	Date		
		parate line for each e than one reportin			Longe	ıv	1 (A)	irectly (D)	oP∰Girectly. Exercisable	Expiration Date	Title	of Shares				

^{**} 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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