FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ı	OMB APPRO	JVAL
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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

Code (Instr. 4)   Code (Inst	1. Name and Address of Reporting Person*  MAZANET ROSEMARY						2. Issuer Name <b>and</b> Ticker or Trading Symbol  GTX INC /DE/ [ GTXI ]											olicable)	ng Perso	Person(s) to Issuer 10% Owner	
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  MEMPHIS  TN  38163  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  (Instr. 4)  2. Transaction or Exercise  2. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Instr. 3 and 4)  (Instr. 4)  2. Transaction (Instr. 4)  2. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Instr. 4)  2. Total and the security of Indirect Securities Securities Securities Securities  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Title of Derivative Security (Instr. 4)  3. Transaction Date (Month/Day/Year)  (Instr. 4)  4. Securities Acquired (A) or Beneficially Owned (and the security of Indirect Security (Instr. 4)  4. Securities Acquired (A) or Beneficially Owned (and the security of Indirect Security (Instr. 4)  4. Securities Acquired (A) or Beneficially Owned (and the security of Indirect Security (Instr. 4)  4. Securities Acquired (A) or Beneficially Owned (and the security of Indirect Security (Instr. 4)  4. Securities Acquired (A) or Beneficially Owned (and the security of Indirect Security (Instr. 4)  5. Amount of Security (Instr. 4)  5. Number of Beneficially Owned (Instr. 4)  5. Number of Beneficially Owned (Instr. 4)  6. Date Securities Securities (Instr. 4)  7. Title of Derivative Security (Instr. 4)  8. Securities Acquired (A) or Beneficially Owned (Instr. 4)  8. Securities Acquired (A) or Beneficially Owned (Instr. 4)	3 N. DUNLAP STREET																				
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Mon	(Street) MEMPHIS TN 38163					4. If Amendment, Date of Original Filed (Month/Day/Year)										ine)	X Form filed by One Reporting Person Form filed by More than One Reporting				
Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code   V   Amount   (A) or (D)   Price   Code (Instr. 3)   Price (I) (Instr. 4)   Price (I)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities  Conversion or Exercise Price of Derivative Security (Instr. 3)  (Instr. 3)  A sp. 9.4 16,777.09  D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities  Conversion or Exercise Price of Derivative Securities  (Instr. 3)  A sp. 9.94  Title and Amount of Securities  Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 5)  Derivative Securities Underlying Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 4)  Amount or Amount or Amount or Derivative Securities Underlying Derivative Security (Instr. 4)  Amount or Derivative Securities Underlying Underlying Underlying Derivative Securities Underlying Underlying Underlying Derivative Securities Underlying Underlying Underlying Underlying Underlying Underlying Underlying Underlying Underlying Unde	Date						Execution Dat ay/Year) if any			Transa Code (		Disposed Of (D) (Instr. 3,				4 and Sec Ber Ow		ecurities   I eneficially ( wned Following (		Direct Indirect	of Indirect Beneficial Ownership
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)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Security Security)  (Instr. 4)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  5. Number of G. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Securities Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 4)  10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  11. Nature (Month/Day/Year)  12. Derivative Securities Underlying Derivative Security (Instr. 5)  13. Transaction Date (Month/Day/Year)  14. Transaction Code (Instr. 8)  15. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  16. Date Exercisable and Expiration Date (Month/Day/Year)  17. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 5)  18. Price of Derivative Security (Instr. 5)  19. Number of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 4)  10. Ownership Form: Direct (D) Own								Code	v	Amount		(A) or (D)	Price		Transaction(s)				(1130.4)		
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	Derivative Security	rivative Conversion or Exercise str. 3) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year)				Transaction Code (Instr.		of Derive Secur Acque (A) or Disposof (D) (Instr	ative rities ired osed	Expiration Date			Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Derivat Securit (Instr. 5		derivative Securities Beneficially Owned Following Reported Transaction	Ow Fo Dir or (I)	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

**Explanation of Responses:** 

Remarks:

/s/ Henry P. Doggrell, by 07/05/2005 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.