FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	OVAL					
OMB Number:	3235-0287					
Estimated average burd	en					
hours per response:	0.5					

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

Date (Month/Day/Year)   Disposed Of (D) (Instr. 3, 4 and 5 Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)   Date (D) or Indirect (D)	1. Name and Address of Reporting Person*  MAZANET ROSEMARY						2. Issuer Name and Ticker or Trading Symbol GTX INC /DE/ [ GTXI ]											p of Reporting Person(s) to blicable) ctor 10		s) to Is	
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 (Code (Instr. 3)  2. Transaction (Code (Instr. 4)  3. Transaction (Code (Instr. 4)  4. Securities Acquired (A) or (Code (Instr. 4)  5. Number of (Code (Instr. 4)  4. Securities Acquired (A) or (Code (Instr. 4)  5. Number of (Code (Instr. 4)  4. Securities Acquired (A) or (Code (Instr. 4)  5. Number of (Code (Instr. 4)  5. Number of (Code (Instr. 4)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date (Month/Day/Year)  7. Transaction (Code (Instr. 4)  7. Nature (Code (Instr. 4)  8. Price of (Code (Instr. 4)  9. Number of (Code							` , ,														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)    2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4)    2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4)   2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4)    3. Transaction (Disposed of (D) (Instr. 3, 4 and 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4)    4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 4) (Instr. 3) (Instr. 3) (Instr. 4) (I	(Street)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									ine)	Form filed by One Reporting Person Form filed by More than One Reporting				
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3)  3. Transaction Date (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Deneficially Owned Securities (D) (Instr. 4)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Securities (Month/Day/Year)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Derivative Securities (Instr. 4)  9. Number of	(City)	(St	ate) (	Zip)																	
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3)   Common Stock   Date (Month/Day/Year)   Code   V   Amount   Code (Instr. 3)   Code (Instr. 3)   Code   V   Code   V   Amount   Code (Instr. 3)   Code   V   Code   Co	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock  O4/01/2006  A 457.88 A \$10.92 18,433.41 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)  Omnership Form: Ode (Instr. 4)  Amount of Date (Month/Day/Year)  Omnership Form: Ode (Instr. 4)  Amount of Date (Instr. 4)  Amount of Derivative Security (Instr. 3)  Amount of Date (Instr. 4)  Omnership Form: Ownership	Date						Execution Date, if any			Transaction Disposed Code (Instr. 5)						4 and Secu Bend Own		ties cially I Following	Form: Direct (D) or Indirect		7. Nature 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)  2. Conversion or Exercise Price of Derivative Security Security Security Security Security Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8) Securities Securities (Month/Day/Year) Securities Security (Instr. 3) Amount of Security (Instr. 3) Amount or Disposed of (D) (Instr. 4)  Amount or Derivative Security (Instr. 4)  Amount or Derivative Securities Securities (Instr. 4)  Amount or Derivative Securities Securities (Instr. 4)  Amount or Disposed of or Beneficially Owned (e.g., puts options, convertible securities)  Amount or Derivative Securities (Instr. 4)  Amount or Derivative Securities Securities (Instr. 4)										Code	v	Amount			Price		Transa	ransaction(s)			(1130.4)
1. Title of Derivative Security (Instr. 3)  2. Conversion of Exercise Price of Derivative Security (Instr. 3)  2. Conversion of Exercise Price of Derivative Securities (Month/Day/Year)  3. Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Securities Underlying Derivative Security (Instr. 3)  2. Derivative Securities Underlying Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  9. Number of derivative Securities Securities Underlying Derivative Security (Instr. 3)  9. Number of derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of Derivative Security (Instr. 3)  10. Ownership Form:  9. Number of Amount of Securities Underlying Derivative Security (Instr. 3)  1. Amount or Derivative Security (Instr. 4)	Common Stock 04/01/2									A		457.88	3	A \$10		.92 18,433.41		D			
Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Instr. 3)  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Instr. 3)  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Instr. 3)  Execution Date, if any (Month/Day/Year)  Instr. 4)  Execution Date, (Month/Day/Year)  Instr. 4)  Expectation Date (Month/Day/Year)  Instr. 4)  Expectation Date (Month/Day/Year)  Instr. 5)  Instr. 4)  Expectation Date (Month/Day/Year)  Instr. 4)  Expectation Date (Month/Day/Year)  Instr. 4)  Instr. 5)  Instr. 4)  Instr. 5)  Instr. 4)  I																					
	Derivative Security	rivative Conversion Date (Month/Day/Year) Execution Date; if any (Month/Day/Year) Derivative			Date,	Transaction Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date			Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

**Explanation of Responses:** 

Remarks:

/s/ Henry P. Doggrell, by Power of Attorney

05/01/2006

\*\* 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.