

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STEINER MITCHELL SHUSTER</u> <hr/> (Last) (First) (Middle) 3 N. DUNLAP STREET 3RD FLOOR <hr/> (Street) MEMPHIS TN 38163 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>GTX INC /DE/ [GTXI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 12/06/2005					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	12/06/2005		s		50,000 ⁽¹⁾	D	\$7.44	26,500	D	
Common Stock	12/06/2005		s		50,000 ⁽¹⁾	D	\$7.44	26,500	I	By Spouse
Common Stock								198,425 ⁽²⁾	I	By GRAT
Common Stock								4,909,862 ⁽³⁾	I	By Limited Liability Company
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:

- These shares were distributed from a Limited Liability Company owned by the reporting person and his wife and represents a change in beneficial ownership. The shares were sold by the reporting person and his wife, but the shares continue to be subject to a Lock-Up Agreement executed October 12, 2005.
- Excludes annuity distribution of 92,656 shares from the Grantor Retained Annuity Trust to the Limited Liability Company effective November 10, 2005 and represents a change in form of beneficial ownership.
- Includes annuity distribution of 92,656 shares from the Grantor Retained Annuity Trust and excludes 100,000 shares distributed on a pro rata basis on December 6, 2005 to the reporting person and the reporting person's wife, representing a change in form of beneficial ownership.

Remarks:

/s/ Henry P. Doggrell, by 12/07/2005
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.