

**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* <b>HYDE JOSEPH R III</b>			2. Issuer Name and Ticker or Trading Symbol <b>GTX INC /DE/ [ GTXI ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/01/2011</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
175 TOYOTA PLAZA 7TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>MEMPHIS TN 38103</b>								
(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	01/01/2011		A		3,679.25	A	\$2.65	9,731,379.82 <sup>(1)</sup>	D	
Common Stock								769,830 <sup>(2)</sup>	I	By 2009-4 GRAT
Common Stock								153,966 <sup>(3)</sup>	I	By 2009-5 GRAT
Common Stock								1,000,000	I	By 2010-1 GRAT
Common Stock								200,000	I	By 2010-2 GRAT
Common Stock								216,462	I	By Spouse
Common Stock								410,325	I	By Trust
Common Stock								410,324	I	By Trust
Common Stock								410,324	I	By Trust
Common Stock								144,645	I	By Trust
Common Stock								114,350	I	By Trust
Common Stock								91,628	I	By Pittco Associates, L.P. <sup>(4)</sup>
Common Stock								3,915,716	I	By Pittco Investments, L.P. <sup>(4)</sup>

**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:**

- Includes annuity distribution of 730,170 shares from the 2009-4 Grantor Retained Annuity Trust on December 17, 2010 and includes annuity distribution of 146,034 shares from the 2009-5 Grantor Retained Annuity Trust on December 17, 2010 to the reporting person and represents a change in beneficial ownership.
- Excludes annuity distribution of 730,170 shares from a Grantor Retained Annuity Trust to the reporting person on December 17, 2010 and represents a change in form of ownership.
- Excludes annuity distribution of 146,034 shares from a Grantor Retained Annuity Trust to the reporting person on December 17, 2010 and represents a change in form of ownership.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in his report shall not be deemed an admission of

beneficial ownership of the reported shares for the purposes of Section 16 or any other purpose.

**Remarks:**

/s/ Mark E. Mosteller, by  
Power of Attorney

01/04/2011

\*\* 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.**