

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>HYDE JOSEPH R III</u></p> <p>(Last) (First) (Middle)</p> <p><u>175 TOYOTA PLAZA</u></p> <p><u>7TH FLOOR</u></p> <p>(Street)</p> <p><u>MEMPHIS TN 38103</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>GTX INC /DE/ [GTXI]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/14/2014</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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	11/14/2014		A		24,545,455	A	(1)	39,379,660.93	D	
Common Stock								3,000,000	I	By 2014-4 GRAT
Common Stock								200,000	I	By 2014-5 GRAT
Common Stock								200,000	I	By 2014-6 GRAT
Common Stock								216,462	I	By Spouse
Common Stock								99,394	I	By 2012-1 GRAT
Common Stock								154,739	I	By 2012-2 GRAT
Common Stock								508,904	I	By Trust
Common Stock								508,903	I	By Trust
Common Stock								508,903	I	By Trust
Common Stock								203,791	I	By Trust
Common Stock								114,350	I	By Trust
Common Stock								145,352	I	By Pittco Associates II, L.P.(2)
Common Stock								3,915,716	I	By Pittco Investments, L.P.(2)

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						Title
Common Stock Warrants (right to buy)	\$0.85	11/14/2014		A		24,545,455		(3)	(3)	Common Stock	24,545,455	(1)	24,545,455	D	

Explanation of Responses:

- The reported securities are included within 24,545,455 immediately separable Units purchased by the reporting person directly from the Issuer for \$0.675 per Unit. Each Unit consists of one share of Common Stock and one Warrant to purchase one share of Common Stock.
- 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 purpose of Section 16 or any other purpose.
- The Warrant is exercisable at any time and from time to time from and after the earlier of (i) the date the Issuer obtains the approval of its stockholders of an amendment to the Issuer's charter to increase the Issuer's authorized Common Stock to an amount necessary to effect the share settlement of the Warrant and all other warrants the Issuer issued and sold in the reported transaction or (ii) the trading day immediately prior to the

occurrence of certain fundamental transactions involving the Issuer, but in no event later than June 1, 2015, and will continue to be exercisable for four years thereafter.

Remarks:

/s/ Henry P. Doggrell, by Power 11/18/2014
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.