

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
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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).

1. Name and Address of Reporting Person* <u>HYDE JOSEPH R III</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 Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 02/06/2004					
			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	02/06/2004		C		1,784,842 ⁽¹⁾	A	(2)	1,785,692	D	
Common Stock	02/06/2004		C		2,576,267 ⁽³⁾	A	(2)	4,361,959	D	
Common Stock	02/06/2004		C		791,246 ⁽⁴⁾	A	(2)	5,153,205	D	
Common Stock	02/06/2004		C		434,517 ⁽⁵⁾	A	(2)	5,587,722	D	
Common Stock	02/06/2004		C		2,319,589 ⁽⁶⁾	A	(2)	7,907,311	D	
Common Stock	02/06/2004		C		91,628 ⁽⁷⁾	A	(2)	91,628	I	By Pittco Associates, L.P. ⁽⁸⁾
Common Stock	02/06/2004		C		145,468 ⁽⁹⁾	A	(2)	145,468	I	By Memphis Biomed Ventures I, L.P. ⁽⁸⁾
Common Stock	02/06/2004		C		145,625 ⁽¹⁰⁾	A	(2)	291,093	I	By Memphis Biomed Ventures I, L.P. ⁽⁸⁾
Common Stock	02/06/2004		C		292,913 ⁽¹¹⁾	A	(2)	292,913	I	By GRAT
Common Stock	02/06/2004		C		188,462 ⁽¹²⁾	A	(2)	188,462	I	By Spouse
Common Stock	02/06/2004		P		36,000	A	\$14.5	7,943,311	D	
Common Stock	02/06/2004		P		28,000	A	\$14.5	216,462	I	By Spouse
Common Stock								188,700	I	By Trust
Common Stock								188,700	I	By Trust
Common Stock								188,700	I	By Trust
Common Stock								94,350	I	By Trust
Common Stock								94,350	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	Title	Amount or Number of Shares				
Series E Preferred Stock	(13)	08/07/2003		P		283,777		(14)	(2)	Common Stock	2,412,104 ⁽¹⁵⁾	\$60.692	283,777	D	
Series E Preferred Stock	(13)	08/29/2003		G	V		21,420	(14)	(2)	Common Stock	182,070 ⁽¹⁵⁾	(2)	262,357	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)	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	Amount or Number of Shares				
Series E Preferred Stock	(13)	08/29/2003		G	V	21,420		(14)	(2)	Common Stock	182,070 ⁽¹⁵⁾	(2)	21,420	I	By Spouse
Series D Preferred Stock	(16)	11/01/2003		G	V		33,300	(14)	(2)	Common Stock	286,795 ⁽¹⁷⁾	(2)	41,594	D	
Series D Preferred Stock	(16)	11/01/2003		G	V	33,300		(14)	(2)	Common Stock	286,795 ⁽¹⁷⁾	(2)	33,300	I	By GRAT
Series A Preferred Stock	(13)	02/06/2004		C			200,000	(14)	(2)	Common Stock	1,784,842 ⁽¹⁾	(2)	0	D	
Series B Preferred Stock	(13)	02/06/2004		C			277,500	(14)	(2)	Common Stock	2,576,267 ⁽³⁾	(2)	0	D	
Series C Preferred Stock	(13)	02/06/2004		C			77,718	(14)	(2)	Common Stock	791,246 ⁽⁴⁾	(2)	0	D	
Series C Preferred Stock	(13)	02/06/2004		C			9,000	(14)	(2)	Common Stock	91,628 ⁽⁷⁾	(2)	0	I	By Pittco Associates, L.P. ⁽⁸⁾
Series D Preferred Stock	(16)	02/06/2004		C			41,594	(14)	(2)	Common Stock	434,517 ⁽⁵⁾	(2)	0	D	
Series D Preferred Stock	(16)	02/06/2004		C			14,977	(14)	(2)	Common Stock	145,468 ⁽⁹⁾	(2)	0	I	By Memphis Biomed Ventures I, L.P. ⁽⁸⁾
Series D Preferred Stock	(16)	02/06/2004		C			33,300	(14)	(2)	Common Stock	292,913 ⁽¹¹⁾	(2)	0	I	By GRAT
Series E Preferred Stock	(13)	02/06/2004		C			262,357	(14)	(2)	Common Stock	2,319,589 ⁽⁶⁾	(2)	0	D	
Series E Preferred Stock	(13)	02/06/2004		C			16,477	(14)	(2)	Common Stock	145,625 ⁽¹⁰⁾	(2)	0	I	By Memphis Biomed Ventures I, L.P. ⁽⁸⁾
Series E Preferred Stock	(13)	02/06/2004		C			21,420	(14)	(2)	Common Stock	188,462 ⁽¹²⁾	(2)	0	I	By Spouse

Explanation of Responses:

- Includes 84,842 shares of common stock issued in satisfaction of dividends accrued on the Series A Preferred Stock.
- Not applicable.
- Includes 217,517 shares of common stock issued in satisfaction of dividends accrued on the Series B Preferred Stock.
- Includes 130,643 shares of common stock issued in satisfaction of dividends accrued on the Series C Preferred Stock.
- Includes 76,290 shares of common stock issued in satisfaction of dividends accrued on the Series D Preferred Stock.
- Includes 89,555 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
- Includes 15,128 shares of common stock issued in satisfaction of dividends accrued on the Series C Preferred 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 this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.
- Includes 16,479 shares of common stock issued in satisfaction of dividends accrued on the Series D Preferred Stock.
- Includes 5,571 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
- Includes 6,118 shares of common stock issued in satisfaction of dividends accrued on the Series D Preferred Stock.
- Includes 6,392 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
- Conversion is based on an 8.5 for 1 ratio.
- Is immediately exercisable.
- Does not include additional shares of common stock issuable upon conversion of dividends accrued on the Series E Preferred Stock.
- Conversion is based on an 8.61 for 1 ratio.
- Does not include additional shares of common stock issuable upon conversion of dividends accrued on Series D Preferred Stock.

Remarks:

Attorney-In-Fact

/s/ Henry P. Doggrell, by Power of Attorney 02/06/2004

** 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.

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