FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

3...,

OMB APPROVAL								
OMB Number:	3235-0287							
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0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* HYDE JOSEPH R III			2. Issuer Name and Ticker or Trading Symbol GTX INC /DE/ [GTXI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last) 3 N. DUNLAP	(First) STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2007						Officer (give title Other (specifical below)				
3RD FLOOR				4. If Amendment, Dat	e of Orio	ginal F	iled (Month/Da	ay/Year)		6. Individual or Joint/G	roup Filing (Che	ck Applicable		
(Street) MEMPHIS	TN	38163								X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)												
		Table I - I	Non-Deriva	tive Securities A	cquir	ed, [Disposed o	of, or E	Benefic	ially Owned				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Ye	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock			11/21/200	7	G		195,303	D	(1)	390,605(2)	I	By 2005 GRAT		
Common Stock			11/21/200	7	G		195,303	D	(1)	195,302	I	By 2005 GRAT		
Common Stock			11/21/200	7	G		195,302	D	(1)	0	I	By 2005 GRAT		
Common Stock			11/21/200	7	G		195,303	A	(1)	410,325	I	By Trust		
Common Stock			11/21/200	7	G		195,303	A	(1)	410,325	I	By Trust		
Common Stock			11/21/200	7	G		195,302	A	(1)	410,323	I	By Trust		
Common Stock			12/05/200	7	S ⁽³⁾		341	D	\$13.9	0	I	By Memphis Biomed Ventures I, L.P. ⁽⁴⁾		
Common Stock			12/05/200	7	S ⁽³⁾		649	D	\$13.9	0	I	By MV Venture Partners, LLC ⁽⁴⁾		
Common Stock			12/05/200	7	P (3)		990	A	\$13.9	7,113,487.53 ⁽⁵⁾	D			
Common Stock										981,924 ⁽⁶⁾	I	By 2006-2 GRAT		
Common Stock										216,462	I	By Spouse		
Common Stock										411,153	I	By 2006-1 GRAT		
Common Stock										114,350	I	By Trust		
Common Stock										114,350	I	By Trust		
Common Stock										91,628	I	By Pittco Associates, L.P. ⁽⁴⁾		
Common Stock										677,000	I	By Pittco Investments, L.P. ⁽⁴⁾		
		Table I		e Securities Acc s, calls, warrant										

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Iffe TremBeriva Execution Date, if any (e.g., p (Month/Day/Year)	itye Securi Transaction Uts _{de} Qasss, 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	ifedigsississississis Expiration bate Quximusy/canvertib	Of Bieneficiall Amount of the States) Geographic Underlying Derivative Security (Instr. 3 and 4)	A Cripped 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)
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)	Transaction Code (Instr. 8)	and 5) 5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date	7. Title and Amount of Securities Underlying Derivative Security finstr, 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation 1. Not application	of Respons able.	es:			of (D) (Instr. 3, 4 and 5)				Transaction(s) (Instr. 4)		

- 2. Excludes annuity distribution of 453,948 shares from the Grantor Retained Annuity Trust to the reporting person on November 21, 2007 and represents a change in form of ownership.

 3. Transaction was made pursuant to the Stock Purchase Agreement dated December 5, 2007 by and between the reporting person and Menohis Biomed Ventures I, L.P. and MB Venture Partners, LLC. The number of the Issuer's stock as of the date of the agreement.
- 4. The reporting person disclaims beneficial ownership of these securities except to the expert of t
- 5. Includes annuity distribution from the 2005 Grantor Retained Annuity Trust on November 21, 2007 of 453,948 and an annuity distribution from the 2006-2 Grantor Retained Annuity Trust on November 20, 2007 of 518,076 to the reporting person and represents a change in form of beneficial ownership.
- 6. Excludes annuity distribution of 518,076 shares from the Grantor Retained Annuity Trust to the reporting person on November 20, 2007 and represents a change in form of ownership.

Remarks:

/s/ Henry P. Doggrell, by 12/07/2007 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.

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