FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

					_		- ',														
1. Name and Address of Reporting Person*							2. Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Sear Timothy R G							GTX INC /DE/ [GTXI]									Direc	,	10% (Owner		
-															X		er (give title		(specify		
(Last)	(Fi		3. Date of Earliest Transaction (Month/Day/Year) 02/24/2005										belov		below						
3 NORTI	H DUNLAI	02/																			
3RD FLO)OR																				
JKD I LOOK							4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
(Street)															Line) X Form filed by One Reporting Person						
MEMPHIS TN 38163														Form filed by More than One Reporting							
				.											Pers		e man One Rep	orung			
(City) (State) (Zip)																					
(0.0)		(E-P/																		
		Tabl	e I - Noi	n-Deriv	ative	Sec	curitie	s Acc	γuired,	Dis	posed o	f, or	Ben	efici	ally	Owne	ed				
1. Title of Security (Instr. 3) 2. Transact										3. 4. Securities Acquired (A)							ount of	6. Ownership	7. Nature		
				Date (Month/I	Day/Yea		Execution f any	recution Date, any		Transaction Dispo		ed Of (D) (Instr. 3,			Bene		icially	Form: Direct (D) or Indirect	of Indirect Beneficial		
							(Month/Day/Year)		8)						Owne Repor		d Following ted	(I) (Instr. 4)	Ownership (Instr. 4)		
									Code	v	Amount		(A) or (D)	Price	.	Transaction(s) (Instr. 3 and 4)			`		
	0 1		2005			+		4.50	<u> </u>			40	`								
Common	Stock	1/2005	/2005			P		1,534 A		Α	\$10	.43	3 14,612.61		D						
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
											onvertib				,						
1. Title of	2.	3. Transaction	3A. Deem	A. Deemed 4			5. Number		6. Date Exercisable and			7. Title and			8. Price of		9. Number o	f 10.	11. Nature		
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution if any	Date,	Transa Code (Expiration Date (Month/Day/Year)			Amount of Securities			Derivative Security (Instr. 5)		derivative Securities	Ownership Form:	of Indirect Beneficial		
(Instr. 3)	Price of		(Month/Da	ay/Year)	8)		Securities		(MOHUI/Day/ real)			Underlying Derivative					Beneficially	Direct (D)	Ownership		
	Derivative Security							Acquired (A) or						str. 3	3		Owned Following Reported Transaction(s)	or Indirect (I) (Instr. 4)	(Instr. 4)		
						Disposed of (D)		an			and	and 4)		(s)							
							(Instr. 3, 4 and 5)									(Instr. 4)		``			
			ŀ			anu s)		1			_	1									
													or	ount							
								Date		Expiration		Nur of	Number of								
				Code	v	(A)	(D)	Exercisa	ble	Date	Title	: Sha	ares								

Explanation of Responses:

Remarks:

/s/ Henry P. Doggrell, by Power of Attorney

02/28/2005

** 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.