

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 | |
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| OMB Number: | 3235-0287 |
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| 1. Name and Address of Reporting Person* <u>HYDE JOSEPH R III</u> (Last) (First) (Middle) <u>175 TOYOTA PLAZA</u> <u>7TH FLOOR</u> (Street) <u>MEMPHIS TN 38103</u> (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) <u>01/01/2013</u> | |
| | 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 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 | | | | | | | | 0 ⁽¹⁾ | I | By 2009-4 GRAT |
| Common Stock | | | | | | | | 0 ⁽²⁾ | I | By 2009-5 GRAT |
| Common Stock | | | | | | | | 0 ⁽³⁾ | I | By Pittco Associates, L.P. |
| Common Stock | 01/01/2013 | | A | | 3,898.81 | A | \$4.2 | 9,132,860.51 ⁽⁴⁾⁽⁵⁾ | D | |
| Common Stock | | | | | | | | 1,000,000 | I | By 2012-2 GRAT |
| Common Stock | | | | | | | | 216,462 | I | By Spouse |
| Common Stock | | | | | | | | 448,486 | I | By 2010-1 GRAT |
| Common Stock | | | | | | | | 89,696 | I | By 2010-2 GRAT |
| Common Stock | | | | | | | | 1,126,128 | I | By 2011-1 GRAT |
| Common Stock | | | | | | | | 1,000,000 | I | By 2012-1 GRAT |
| 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 | | | | | | | | 145,352 | I | By Pittco Associates II, L. P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 3,915,716 | I | By Pittco Investments, L. P. ⁽⁶⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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