

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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* <u>Shackelford Jason T</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/20/2013	3. Issuer Name and Ticker or Trading Symbol <u>GTX INC /DE/ [ GTXI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>175 TOYOTA PLAZA</u> <u>7TH FLOOR</u>	(Street) <u>MEMPHIS TN 38103</u>	(City) (State) (Zip)	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>50,000<sup>(1)</sup></u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>07/23/2017</u>	<u>Common Stock</u>	<u>15,000</u>	<u>15.59</u>	<u>D</u>
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>12/31/2017</u>	<u>Common Stock</u>	<u>10,000</u>	<u>14.35</u>	<u>D</u>
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>12/31/2018</u>	<u>Common Stock</u>	<u>15,000</u>	<u>16.84</u>	<u>D</u>
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>12/31/2019</u>	<u>Common Stock</u>	<u>25,000</u>	<u>4.2</u>	<u>D</u>
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>12/31/2020</u>	<u>Common Stock</u>	<u>21,000</u>	<u>2.65</u>	<u>D</u>
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(6)</u>	<u>12/31/2021</u>	<u>Common Stock</u>	<u>25,000</u>	<u>3.36</u>	<u>D</u>
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(7)</u>	<u>12/31/2022</u>	<u>Common Stock</u>	<u>32,000</u>	<u>4.2</u>	<u>D</u>
<u>Nonstatutory Stock Option (Right to Buy)</u>	<u>(8)</u>	<u>09/30/2023</u>	<u>Common Stock</u>	<u>50,000</u>	<u>1.88</u>	<u>D</u>

## Explanation of Responses:

- Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of GTX common stock upon the vesting of the unit. The restricted stock units will vest in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) a change in control of GTX.
- This option is fully vested and exercisable.
- One-fifth of the shares subject to the option became vested and exercisable on each of January 1, 2010, January 1, 2011, January 1, 2012 and January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable on January 1, 2014, subject to continuous service.
- One-fifth of the shares subject to the option became vested and exercisable on each of January 1, 2011, January 1, 2012 and January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable as to one-fifth of the shares subject to the option on each of January 1, 2014 and January 1, 2015, subject to continuous service; provided, however, that if the reporting person's service continues through the earlier to occur of (i) the end of business on May 31, 2014, and (ii) an involuntary termination of employment by GTX (excluding a termination for cause or a voluntary resignation) (the "Determination Date"), then, as of the Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.
- One-fifth of the shares subject to the option became vested and exercisable on each of January 1, 2012 and January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable as to one-fifth of the shares subject to the option on each of January 1, 2014, January 1, 2015 and January 1, 2016, subject to continuous service; provided, however, that if the reporting person's service continues through the applicable Determination Date, then, as of such Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.
- One-fifth of the shares subject to the option became vested and exercisable on January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable as to one-fifth of the shares subject to the option on each of January 1, 2014, January 1, 2015, January 1, 2016 and January 1, 2017, subject to continuous service; provided, however, that if the reporting person's service continues through the applicable Determination Date, then, as of such Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.
- One-fifth of the shares subject to the option became vested and exercisable on each of January 1, 2014, January 1, 2015, January 1, 2016, January 1, 2017 and January 1, 2018, subject to continuous service; provided, however, that if the reporting person's service continues through the applicable Determination Date, then, as of such Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.
- The option vests and is exercisable in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) specified change in control transactions involving GTX.

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

12/30/2013

\*\* 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 5 (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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