

HYDE JOSEPH R III
Form 4
April 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

(Last) (First) (Middle)
175 TOYOTA PLAZA, 7TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
MEMPHIS, TN 38103

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/02/2018		A	894.391 A \$ 17.47	1,927,772.683 ⁽¹⁾	D	
Common Stock					21,646	I	By Spouse
Common Stock					457,337 ⁽²⁾	I	By 2017-1 GRAT
Common Stock					457,337 ⁽³⁾	I	By 2017-2 GRAT
Common Stock					457,337 ⁽⁴⁾	I	By 2017-3 GRAT
					228,668 ⁽⁵⁾	I	

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Common Stock				By 2017-4 GRAT
Common Stock	228,668 ⁽⁶⁾	I		By 2017-5 GRAT
Common Stock	228,668 ⁽⁷⁾	I		By 2017-6 GRAT
Common Stock	500,000	I		By 2017-7 GRAT
Common Stock	500,000	I		By 2017-8 GRAT
Common Stock	500,000	I		By 2017-9 GRAT
Common Stock	250,000	I		By 2017-10 GRAT
Common Stock	250,000	I		By 2017-11 GRAT
Common Stock	250,000	I		By 2017-12 GRAT
Common Stock	50,889	I		By Trust
Common Stock	50,889	I		By Trust
Common Stock	50,889	I		By Trust
Common Stock	20,378	I		By Trust
Common Stock	11,435	I		By Trust
Common Stock	14,535	I		By Pittco Associates III, L.P. ⁽⁸⁾
Common Stock	391,571	I		By Pittco Investments, L.P. ⁽⁸⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYDE JOSEPH R III 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103	X	X		

Signatures

/s/ Henry P. Doggrell, by Power of Attorney 04/03/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Includes annuity distributions of 42,663 shares from the 2017-1 Grantor Retained Annuity Trust, 42,663 shares from the 2017-2 Grantor Retained Annuity Trust, 42,663 shares from the 2017-3 Grantor Retained Annuity Trust, 21,332 shares from the 2017-4 Grantor Retained Annuity Trust, 21,332 from the 2017-5 Grantor Retained Annuity Trust and 21,332 shares from the 2017-6 Grantor Retained Annuity Trust to the reporting person on February 28, 2018 and represents a change in form of beneficial ownership.
 - (2) Excludes annuity distribution of 42,663 shares from the 2017-1 Grantor Retained Annuity Trust to the reporting person on February 28, 2018 and represents a change in form of beneficial ownership.
 - (3) Excludes annuity distribution of 42,663 shares from the 2017-2 Grantor Retained Annuity Trust to the reporting person on February 28, 2018 and represents a change in form of beneficial ownership.
 - (4) Excludes annuity distribution of 42,663 shares from the 2017-3 Grantor Retained Annuity Trust to the reporting person on February 28, 2018 and represents a change in form of beneficial ownership.
 - (5) Excludes annuity distribution of 21,332 shares from the 2017-4 Grantor Retained Annuity Trust to the reporting person on February 28, 2018 and represents a change in form of beneficial ownership.
 - (6) Excludes annuity distribution of 21,332 shares from the 2017-5 Grantor Retained Annuity Trust to the reporting person on February 28, 2018 and represents a change in form of beneficial ownership.
 - (7) Excludes annuity distribution of 21,332 shares from the 2017-6 Grantor Retained Annuity Trust to the reporting person on February 28, 2018 and represents a change in form of beneficial ownership.

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The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (8) inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purpose of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.