GTX INC /DE/ Form 4 April 28, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol GTY INC /DE/ IGTY I	5. Relationship of Reporting Person(s) to Issuer		
	(Check all applicable)		
3. Date of Earliest Transaction			
(Month/Day/Year)	_X_ Director _X_ 10% Owner		
04/26/2006	_X_ Officer (give title Other (specify below)		
	Chief Executive Officer		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)	Applicable Line)		
•	_X_ Form filed by One Reporting Person		
	Form filed by More than One Reporting Person		
	Symbol GTX INC /DE/ [GTXI] 3. Date of Earliest Transaction (Month/Day/Year) 04/26/2006 4. If Amendment, Date Original		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Securities A	cquired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	omr Dispo (Instr. 3,	ties Acquired (sed of (D) 4 and 5) (A) or (D) Price	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/26/2006		S <u>(1)</u>	100	D \$ 10.3	32 401,900	I	By Joint Account
Common Stock	04/26/2006		S <u>(1)</u>	100	D \$10.2	29 401,800	I	By Joint Account
Common Stock	04/26/2006		S <u>(1)</u>	200	D \$10.1	19 401,600	I	By Joint Account
Common Stock	04/26/2006		S <u>(1)</u>	100	D \$ 10.2	2 401,500	I	By Joint Account

								(2)
Common Stock	04/26/2006	S <u>(1)</u>	100	D	\$ 10.16	401,400	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	522	D	\$ 10.12	400,878	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	100	D	\$ 10.13	400,778	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	200	D	\$ 10.06	400,578	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	300	D	\$ 10.05	400,278	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	1,095	D	\$ 10.08	399,183	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	300	D	\$ 10.1	398,883	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	549	D	\$ 10.09	398,334	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	552	D	\$ 10.11	397,782	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	100	D	\$ 10.14	397,682	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	200	D	\$ 10.07	397,482	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	200	D	\$ 10.04	397,282	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	300	D	\$ 10.0933	396,982	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	75	D	\$ 10.21	396,907	I	By Joint Account

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Common Stock	04/26/2006	S <u>(1)</u>	400	D	\$ 10.035	396,507	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	200	D	\$ 10.045	396,307	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	200	D	\$ 10.065	396,107	I	By Joint Account
Common Stock	04/26/2006	S <u>(1)</u>	200	D	\$ 10.085	395,907	I	By Joint Account
Common Stock						26,500	D	
Common Stock						26,500	I	By Wife
Common Stock						4,409,862	I	By LLC
Common Stock						198,425	I	By GRAT
Common Stock						100,215	I	By Trust
Common Stock						100,215	I	By Trust
Common Stock						100,215	I	By Trust
Common Stock						100,215	I	By Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date

Number of Shares

(Insti

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
STEINER MITCHELL SHUSTER 3 N. DUNLAP STREET 3RD FLOOR MEMPHIS, TN 38163	X	X	Chief Executive Officer		

Signatures

/s/ Henry P. Doggrell, by Power of 04/28/2006 Attorney **Signature of Reporting Person

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).

Date

- The sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and his wife on **(1)** February 23, 2006.
- (2) Joint account held in the name of the reporting person and his wife.

Remarks:

This is the first of three Form 4 filings for Dr. Steiner.

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.

Reporting Owners 4