

GTX INC /DE/  
Form 4  
April 28, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
STEINER MITCHELL SHUSTER

(Last) (First) (Middle)

3 N. DUNLAP STREET, 3RD FLOOR

(Street)

MEMPHIS, TN 38163

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GTX INC /DE/ [GTXI]

3. Date of Earliest Transaction (Month/Day/Year)  
04/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/26/2006		S <sup>(1)</sup>	100 D	\$ 10.32 401,900	I	By Joint Account <sup>(2)</sup>
Common Stock	04/26/2006		S <sup>(1)</sup>	100 D	\$ 10.29 401,800	I	By Joint Account <sup>(2)</sup>
Common Stock	04/26/2006		S <sup>(1)</sup>	200 D	\$ 10.19 401,600	I	By Joint Account <sup>(2)</sup>
Common Stock	04/26/2006		S <sup>(1)</sup>	100 D	\$ 10.2 401,500	I	By Joint Account

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

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Common Stock	04/26/2006		S <sup>(1)</sup>	400	D	\$ 10.035	396,507	I	By Joint Account (2)
Common Stock	04/26/2006		S <sup>(1)</sup>	200	D	\$ 10.045	396,307	I	By Joint Account (2)
Common Stock	04/26/2006		S <sup>(1)</sup>	200	D	\$ 10.065	396,107	I	By Joint Account (2)
Common Stock	04/26/2006		S <sup>(1)</sup>	200	D	\$ 10.085	395,907	I	By Joint Account (2)
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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

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	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. Nu
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