Edgar Filing: KARR ROBERT W - Form 4

KARR ROB	ERT W									
Form 4										
May 11, 2009	9									
FORM	4	~~.~~~							PPROVAL	
UNITED STATES SE				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0287	
Check thi if no long								Expires:	January 31,	
subject to Section 10	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated a burden hou	Expires: 2005 Estimated average burden hours per			
Form 4 or Form 5				1() ()	C	··· F 1	A (C1024	response	0.5	
obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17((a) of the l	Public U	Jtility Ho	lding Co		ange Act of 1934, t of 1935 or Sectio 1940	on		
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> KARR ROBERT W			2. Issuer Name and Ticker or Trading Symbol GTX INC /DE/ [GTXI]			5. Relationship of Reporting Person(s) to Issuer				
$(\mathbf{L}_{})$ $(\mathbf{L}_{})$ $(\mathbf{M}_{})$			3. Date of Earliest Transaction			(Check all applicable)				
(Last) (First) (Middle) 175 TOYOTA PLAZA, 7TH FLOOR			(Month/Day/Year) 05/07/2009			X Director Officer (giv below)	Officer (give title Other (specify			
	(Street)		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				
MEMPHIS,	TN 38103						Person	whole than one is	cporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed o	of, or Beneficial	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Dispose	d (A) or	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)	
				Code V	Amount		(Instr. 3 and 4)			
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					infor requ	mation con ired to resp lays a curre	spond to the colle tained in this form ond unless the for ently valid OMB co	i are not rm	SEC 1474 (9-02)	

 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. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Y	ear) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 9.53	05/07/2009	А	10,000	<u>(1)</u>	05/06/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KARR ROBERT W 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103	Х						
Signatures							
/s/ Henry P. Doggrell, by Powe Attorney	05/11/2009						
**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) One third of the options shall vest on the anniversary date of the grant and each anniversary date thereafter with the options being fully vested at the end of three years from the date of grant.

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.