

CANNON JAMES ANTHONY  
 Form 4  
 April 01, 2010

**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 \*  
 CANNON JAMES ANTHONY

2. Issuer Name and Ticker or Trading Symbol  
 ZIOPHARM ONCOLOGY INC  
 [ZIOP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/31/2010

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

BBDO, 1285 AVENUE OF THE AMERICAS

(Street)

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

NEW YORK, NY 10019

(City) (State) (Zip)

**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)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock, \$.001 par value  | 03/31/2010                           |  | A <sup>(1)</sup>               | 15,000  | A   | \$ 0   | 242,500 <sup>(2)</sup>            | D |

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

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SEC 1474 (9-02)

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Director Stock Option (right to buy)       | \$ 4.31  |                                      |  |                                |   | 12/22/2006 12/22/2014                                    | Common Stock, \$.001 par value 15,029                         |
| Director Stock Option (right to buy)       | \$ 5.01  |                                      |  |                                |   | 04/26/2006 04/26/2016                                    | Common Stock 15,000   |
| Director Stock Option (right to buy)       | \$ 6.49  |                                      |  |                                |   | 12/13/2009 12/13/2016                                    | Common Stock 15,000   |
| Director Stock Option (right to buy)       | \$ 4.85  |                                      |  |                                |   | <u>(3)</u> 06/18/2017                                    | Common Stock 15,000   |
| Stock Option (right to buy)                | \$ 2.73  |                                      |  |                                |   | <u>(4)</u> 12/12/2017                                    | Common Stock 20,000   |
| Stock Option (right to buy)                | \$ 0.7   |                                      |  |                                |   | <u>(5)</u> 05/13/2019                                    | Common Stock 15,000   |
| Warrants to Purchase common stock          | \$ 4.02  |                                      |  |                                |   | 12/09/2009 12/09/2014                                    | Common Stock 87,500   |
|  | \$ 2.85  |                                      |  |                                |   | <u>(6)</u> 12/31/2019                                    | 7,500   |

|                                      |         |            |   |        |            |            |  |   |        |
|--------------------------------------|---------|------------|---|--------|------------|------------|--|---|--------|
| Stock<br>Option<br>(right to<br>buy) |         |            |   |        |            |            |  | Common<br>Stock,<br>\$.001 par<br>value |        |
| Stock<br>Option<br>(right to<br>buy) | \$ 5.09 | 03/31/2010 | A | 15,000 | 03/31/2011 | 03/31/2020 |  | Common<br>Stock,<br>\$.001 par<br>value | 15,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CANNON JAMES ANTHONY<br>BBDO<br>1285 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10019 | X             |           |         |       |

## Signatures

/s/ James A.  
Cannon

04/01/2010

\_\_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) Grant of restricted stock; restrictions lapse on the anniversary of the date of grant.
- (2) In addition to the current grant, includes a prior grant of restricted stock with restrictions that will lapse as to 3,750 shares on each of December 31, 2010 and December 31, 2011.
- (3) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
- (4) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
- (5) 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
- (6) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.

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