

Garrison Thomas E
 Form 4
 December 03, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Garrison Thomas E

2. Issuer Name and Ticker or Trading Symbol
 BIO-PATH HOLDINGS INC
 [BPTH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 P O BOX 150248
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2009

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

OGDEN, UT 84415
 (City) (State) (Zip)

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) | Price | | | | |
| common stock ⁽¹⁾ | 12/02/2009 | | P | V | 350,000 | A | \$ 0.25 | 2,511,324 | 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)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| option ⁽²⁾ | \$ 0.3 | 12/18/2008 | | A | | ⁽²⁾ | 12/18/2018 | common stock | 75,000 |
| warrant ⁽¹⁾ | \$ 1.5 | 10/13/2009 | | P | | 10/13/2009 | 10/13/2011 | common stock | 400,000 |
| warrant ⁽¹⁾ | \$ 1.5 | 12/02/2009 | | P | | 12/02/2009 | 12/02/2011 | common stock | 350,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Garrison Thomas E P O BOX 150248 OGDEN, UT 84415 | | X | | |

Signatures

Thomas E.
Garrison

12/02/2009

 **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).

Part of Units purchased in private offering. Each Unit consisted of two shares of common stock and two common stock purchase

(1) warrants. A total of 200,000 Units were purchased by Mr. Garrison for \$100,000 on October 11, 2009 and an additional 175,000 Units were purchased on December 2, 2009. Each Unit consists of two shares of common stock and two common stock purchase warrants.

(2) One-third currently vested, one-third vests on first anniversary and one-third vests on second anniversary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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