

WARRELL RAYMOND P JR
Form 4
January 07, 2011

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 *
WARRELL RAYMOND P JR

(Last) (First) (Middle)

C/O GENTA
INCORPORATED, 200 CONNELL
DRIVE

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENTA INC DE/ [GNTA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2011

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)
Chairman & Chief Exec 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/05/2011		A		4,240,639	A	\$ 1,125,717,235 (1)
Common Stock	01/05/2011		A		2,303,744	A	\$ 1,128,020,979
Common Stock	01/05/2011		S		1,294,543	D	\$ 1,126,726,436
Common Stock	01/06/2011		S		1,009,201	D	\$ 1,125,717,235
Common Stock	01/06/2011		S		1,745,819	D	\$ 1,123,971,416

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Common Stock	01/07/2011	S	2,494,820	D	\$ 0.0171	1,121,476,596	D	
Common Stock						5,284,546 (2)	I	By spouse

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

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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 Underlying Securities (Instr. 3 and 4)	Amount Number Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
March 2010 Warrant	\$ 0.0032	01/05/2011		X	4,998,742	03/09/2010	03/09/2013	Common Stock	4,240
March 2010 Warrant	\$ 0.0032	01/05/2011		X	2,715,587	03/09/2010	03/09/2013	Common Stock	2,303

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WARRELL RAYMOND P JR
C/O GENTA INCORPORATED
200 CONNELL DRIVE
BERKELEY HEIGHTS, NJ 07922

X

Chairman & Chief Exec Officer

Signatures

/s/ Raymond P.
Warrell, Jr. 01/07/2011

**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) Includes 4,240,639 shares of common stock held in joint account with Dr. Warrell's spouse, Dr. Itri, 768,817 shares of common stock issuable upon the vesting of currently outstanding restricted stock units, 551,770,303 shares of common stock issuable upon the conversion of Senior Unsecured Convertible Promissory Notes due September 4, 2011, as amended (the Notes), 3,032,500 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 509,350,729 shares of common stock issuable upon the exercise of the March 2010 Warrant, 56,250,980 shares of common stock issuable upon the exercise of the December 2010 Warrant and 303,267 shares of common stock issuable upon the exercise of the December 2010 Warrant held by Dr. Warrell's IRA.

(2) Includes 280,894 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 4,548,750 shares of common stock issuable upon the conversion of Notes held by Dr. Itri and 454,902 shares of stock issuable upon the exercise of the December 2010 warrant.

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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