

WARRELL RAYMOND P JR
Form 4
February 22, 2011

FORM 4

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

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

OMB APPROVAL

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(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)
02/17/2011

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/17/2011		S		820,000	D	\$ 0.0067	1,082,803,801 ⁽¹⁾	D
Common Stock	02/18/2011		S		15,600	D	\$ 0.2523	21,640,472 ⁽²⁾	D
Common Stock	02/22/2011		X		580,000	A	\$ 0.16	21,094,588	D
Common Stock	02/22/2011		S		150,000	D	\$ 0.2532	20,944,588	D
Common Stock								152,695 ⁽³⁾	I
									By spouse

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
March 2010 Warrant	\$ 0.16	02/22/2011		X		1,125,884		03/09/2010	03/09/2013	Common Stock	580,0

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. 02/22/2011

__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 780,000 shares of common stock held in joint account with Dr. Warrell's spouse, Dr. Itri, 5,981,681 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units, 529,519,984 shares of common stock issuable upon the conversion of Senior 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, 486,935,389 shares of common stock issuable upon the exercise of March 2010 Warrants, 56,250,980 shares of common stock issuable upon the exercise of December 2010 Warrants and 303,267 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA.
- (2) Adjusted for a 1:50 reverse stock split implemented February 18, 2011. Includes 119,632 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units, 10,590,399 shares of common stock issuable upon the conversion of Notes, 60,650 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 9,738,707 shares of common stock issuable upon the exercise of March 2010 Warrants, 1,125,019 shares of common stock issuable upon the exercise of December

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2010 Warrants and 6,065 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA.

Includes 52,622 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr.

- (3) Itri, 90,975 shares of common stock issuable upon the conversion of Notes held by Dr. Itri and 9,098 shares of common stock issuable upon the exercise of December 2010 Warrants.

Remarks:

These transactions were conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

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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