

WARRELL RAYMOND P JR

Form 4

June 15, 2012

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)
06/13/2012

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 & CEO

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	06/13/2012		A		800,000,000 (1)	A	\$ 0
Common Stock					724,058,689 (3)	I	By spouse

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 & CEO

Signatures

Raymond P. Warrell,
Jr. M.D. 06/15/2012

__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) Restricted Stock grants subject to vesting requirements, including that the stock would vest 100% upon the approval by the U.S. Food and Drug Administration (FDA) of tesetaxel for any indication.
- Includes 121,655,883 shares potentially issuable upon the vesting of outstanding restricted stock units, 800,000,000 restricted shares issued pursuant to certain vesting requirements, 220,834,130 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due 3/30/2022, held in joint account with Dr. Itri, spouse of Dr. Warrell, 11,665,850 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 1,377,299,520 shares of common stock issuable upon the exercise of March 2010 Warrants held in joint account, 180,003,003 shares of common stock issuable upon the exercise of December 2010 Warrants held in joint account, 1,783,468,409 shares of common stock issuable upon the exercise of September 2011 Warrants held in joint account, 970,398 shares of common stock issuable upon the exercise of December 2010 Warrants held by IRA and 10,446,039 shares of common stock issuable upon the exercise of September 2011 Warrants held by IRA.
- Includes 39,433,900 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 650,000,000 restricted shares issued pursuant to certain vesting requirements held by Dr. Itri, 17,500,020 shares of common stock
- (3) issuable upon the conversion of Senior Convertible Promissory Notes due March 30, 2022 held by Dr. Itri's IRA, 1,455,670 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA and 15,669,099 shares of common stock issuable upon the exercise of September 2011 Warrants held by Dr. Itri's IRA.

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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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