

ITRI LORETTTA M
Form 4
July 17, 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 *
ITRI LORETTTA M

(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)
07/15/2009

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)
Pres. & CMO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/15/2009 | | C | V | Amount: 3,112,500 Price: \$ 0.1 | A | 5,450,568 ⁽¹⁾ D |
| Common Stock | 07/15/2009 | | C | V | Amount: 2,075,000 Price: \$ 0.1 | A | 5,450,568 ⁽²⁾ I By Spouse's IRA |

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 Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-----------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| 15% Senior Secured Convertible Promissory Note | \$ 0.1 | 07/15/2009 | | C | \$ 311,250 | 10/07/2008 06/09/2010 | Common Stock | 3,114,224 | |
| 15% Senior Secured Convertible Promissory Note - June 9, 2010 | \$ 0.1 | 07/15/2009 | | C | \$ 207,500 | 10/07/2008 06/09/2010 | Common Stock | 2,075,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ITRI LORETTA M C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922 | | | Pres. & CMO | |

Signatures

Loretta M. Itri 07/17/2009
 **Signature of Date
 Reporting Person

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 8,115 shares of common stock held in a joint account with Dr. Warrell, 3,114,224 shares held in Dr. Itri's IRA, and 2,113 shares of common stock issuable upon exercise of currently exercisable stock options. Dr. Itri indirectly owns 2,759 shares of common stock held in Dr. Warrell's IRA of which Dr. Itri is the beneficiary. Also includes 116,718 shares of common stock issuable upon the conversion of Senior Secured Convertible Promissory Notes due June 9, 2010 (the Notes) and 2,206,639 shares of common stock issuable upon the conversion by Dr. Warrell of Notes.
 - (2) In addition to the securities included in footnote 1, this figure includes 2,075,000 shares of common stock that are held in Dr. Warrell's IRA. As a result of Dr. Warrell's conversion, only 131,638 shares of common stock are issuable upon conversion of Senior Secured Convertible Promissory Notes due June 9, 2010 by Dr. Warrell.

Remarks:

The subject of this Form 4 declaration - the conversion of convertible Notes into shares of Genta common stock - was made p

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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