CYTRX CORP

Form 4

November 18, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **IGNARRO LOUIS**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CYTRX CORP [CYTR]

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director

(Check all applicable)

11726 SAN VICENTE BLVD, STE

(Street)

(State)

(Month/Day/Year)

650

(Month/Day/Year) 11/16/2004

Officer (give title below)

10% Owner Other (specify

(City)

Security

(Instr. 3)

Security

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90049

1.Title of 2. Transaction Date 2A. Deemed

or Exercise

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

(Instr. 8)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

Securities

1. Title of 3. Transaction Date 3A. Deemed 5. Number Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

any

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. l Underlying Securities De (Instr. 3 and 4) Sec

1

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	(A) or Dispose (D)	Disposed of (D) (Instr. 3, 4,			(Iı	(In:	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 1.19	11/16/2004	A		5,000		<u>(1)</u>	11/15/2014	Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runte / runtess	Director	10% Owner	Officer	Other			
IGNARRO LOUIS 11726 SAN VICENTE BLVD STE 650 LOS ANGELES, CA 90049	X						

Signatures

Louis Ignarro by Linda Kaufman, Attorney
In Fact

**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) Stock Option vests in three equal annual installments beginning November 16, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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