

VON HOFF DANIEL
Form 4
September 09, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VON HOFF DANIEL

(Last) (First) (Middle)

C/O GENTA INC, 200 CONNELL
DRIVE

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2009

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/26/2009 ⁽¹⁾		A	695,658	A 2 695,658	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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. P Der Secr (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director's Stock Option (right to buy)	\$ 2,025	08/26/2009		D	250	<u>(3)</u>	01/12/2010	Common Stock	250
Director's Stock Option (right to buy)	\$ 4,245	08/26/2009		D	22	<u>(3)</u>	12/13/2011	Common Stock	22
Director's Stock Option (right to buy)	\$ 5,475	08/26/2009		D	22	<u>(3)</u>	03/21/2012	Common Stock	22
Director's Stock Option (right to buy)	\$ 2,067	08/26/2009		D	44	<u>(3)</u>	09/19/2012	Common Stock	44
Director's Stock Option (right to buy)	\$ 2,058	08/26/2009		D	67	<u>(3)</u>	02/13/2013	Common Stock	67
Director's Stock Option (right to buy)	\$ 3,024	08/26/2009		D	67	<u>(3)</u>	03/19/2014	Common Stock	67
Director's Stock option (right to	\$ 345	08/26/2009		D	67	<u>(3)</u>	03/24/2015	Common Stock	67

buy)

Director's
Stock

Option	\$ 639	08/26/2009	D	67	<u>(3)</u>	04/05/2016	Common Stock	67
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(right to
buy)Director's
Stock

Option	\$ 483	08/26/2009	D	17	<u>(3)</u>	06/16/2016	Common Stock	17
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(right to
buy)Director's
Stock

Option	\$ 90	08/26/2009	D	67	<u>(3)</u>	07/11/2017	Common Stock	67
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(right to
buy)Director's
Stock

Option	\$ 12.5	08/26/2009	D	67	<u>(3)</u>	10/06/2018	Common Stock	67
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VON HOFF DANIEL C/O GENTA INC 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X			

Signatures

/s/DANIEL VON HOFF	09/09/2009
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**Signature of Reporting Person	Date
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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).

- On September 4, 2009, the Issuer filed Form S-8 for the Genta Incorporated 2009 Stock Incentive Plan, registering 83,478,929 shares of
- (1) Genta Incorporated Common Stock, par value \$0.001. The restricted stock units that were issued on August 26, 2009 vested on stockholder approval of the Genta Incorporated 2009 Stock Incentive Plan and were issued to the reporting person on September 8, 2009
 - (2) On August 26, 2009 the Issuer canceled, pursuant to the issuer's option exchange program (i) 250 options granted to the reporting person on January 12, 2000, (ii) 22 options granted to the reporting person on December 13, 2001, (iii) 22 options granted on March 21, 2002, (iv) 44 options granted on September 19, 2002, (v) 67 options granted on February 13, 2003, (vi) 67 options granted on March 19, 2004, (vii) 67 options granted on March 24, 2005, (viii) 67 options granted on April 5, 2006, (ix) 17 options granted on June 16, 2006 (x) 67

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options granted on July 11, 2007 and (xi) 67 options granted on October 6, 2008.

(3) The canceled options automatically vested on the date of grant. See (2) above for repective grant dates.

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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