GENTA INCORPORATED /DE/
Form 4
February 08, 2002

FORM 4

OMB APPROVAL
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UNITED STATES SECURITY AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligation may continue. See Instruction 1(b).

(Print or Type Response)

1. Name and Address of Reporting Person*

Fernandez	Alfred	J.
(Last)	(First)	(Middle)

c/o Genta Incorporated
Two Connell Drive

(Street)

Berkeley Heights	NJ	07922
(City)	(State)	(Zip)

1. Issuer Name and Ticker or Trading Symbol
Genta Incorporated (Nasdaq: GNTA)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

2. Statement for Month/Year

January 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[_] Director [_] 10% Owner
[X] Officer (give title below) [_] Other (specify below)

Exec. VP & Chief Financial Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] Form filed by One Reporting Person
[_] Form filed by More than One Reporting Person

Table I -- NonDerivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	a
Common Stock, par value $.001							

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

* If the form is filed by more than one reporting person, see instruction 5(b)(v).

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 CONTROL NUMBER.

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FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES 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)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount of Number of Shares
Options to acquire Common Stock (1)	$13.70	1/25/02	A			1/25/03	1/25/12	Common Stock, par value $.001	50,000

Explanation of Responses:

(1) These options were granted as part of an annual bonus. These options vest equally over the next four (4) years.

/s/ Alfred J. Fernandez — February 8, 2002

**Signature of Reporting Person — Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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