

Edgar Filing: GENTA INCORPORATED /DE/ - Form 4

GENTA INCORPORATED /DE/
 Form 4
 March 08, 2002

 FORM 4

 OMB APPROVAL
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U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// CHECK BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATION
 MAY CONTINUE. SEE
 INSTRUCTION 1(b).

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. R
Klem	Robert	E.	Genta Incorporated (Nasdaq: GNTA)		
(Last)	(First)	(Middle)			
c/o Genta Incorporated Two Connell Drive			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement for Month/Year February 2002
(Street)					5. If Amendment, Date of Original
Berkeley Heights	NJ	07922			(Month/Year)
(City)	(State)	(Zip)			7. I

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount o curities cially O End of M (Instr.
		Code	Amount	(A) or Price (D)
Common Stock, par value \$.001	2/01/02	X	6,000	A \$0.94375
Common Stock, par value \$.001	2/01/02	S	6,000	D \$13.4750

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Common Stock, par value \$.001	2/15/02	X	6,000	A	\$0.94375	
Common Stock, par value \$.001	2/15/02	S	6,000	D	\$12.7550	-0

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response)

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.
 SEC1474 (3-99)

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)	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. Expiration Date
Options to acquire Common Stock(2)	\$0.94375	2/01/02	X	6,000	3/31/99	5/28/08
Options to acquire Common Stock(2)	\$0.94375	2/15/02	X	6,000	3/31/99	5/28/08

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1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Options to acquire Common Stock(2)	625,353	D	
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Explanation of Responses:

- (1) Does not include 12,000 shares held by the Reporting Person's children's individual retirement
- (2) Issued under the Company's 1998 Employee Stock Incentive Plan.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). -----

**Si

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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