

BRENNAN MURRAY
Form 4
May 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
BRENNAN MURRAY

2. Issuer Name and Ticker or Trading Symbol
ZIOPHARM ONCOLOGY INC
[ZIOP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

MEMORIAL SLOAN KETTERING
CANCER CENTER, 1275 YORK
AVENUE

05/09/2011

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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

NEW YORK, NY 10021

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, \$.001 par value | 05/09/2011 | | S ⁽¹⁾ | 15,000 | D 6.5743 \$ (1) | D | 52,500 ⁽⁷⁾ |

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

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(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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option | \$ 4.31 | | | | | 12/22/2006 | 12/22/2014 | Common Stock, \$0.001 par value | 15,029 |
| Stock Option (right to buy) | \$ 5.01 | | | | | 04/26/2006 | 04/26/2016 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 6.49 | | | | | 12/13/2009 | 12/13/2016 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 4.85 | | | | | <u>(2)</u> | 06/18/2017 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 2.73 | | | | | <u>(3)</u> | 12/12/2017 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 0.7 | | | | | <u>(4)</u> | 05/13/2019 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 2.85 | | | | | <u>(5)</u> | 12/31/2019 | Common Stock, \$0.001 par value | 7,500 |
| Stock Option (right to buy) | \$ 5.09 | | | | | 03/31/2011 | 03/31/2020 | Common Stock, \$0.001 par value | 15,000 |

| | | | | | |
|-----------|---------|-----|------------|--------|--------|
| buy) | | | | | value |
| Stock | | | | | |
| Option | \$ 4.77 | (6) | 12/31/2020 | Common | 30,000 |
| (right to | | | | Stock | |
| buy) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRENNAN MURRAY MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10021 | X | | | |

Signatures

/s/ Murray
Brennan

05/10/2011

**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).
 Proceeds from the sales reported on this form were used to offset the reporting person's payment of tax obligations triggered by the vesting of previously awarded restricted stock. The price reported in column 4 is a weighted average price. These shares were sold in
 - (1) multiple transactions at prices ranging from \$6.55 to \$6.62, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
 - (2) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
 - (3) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
 - (4) 5,000 shares vest on each of 12/31/09, 6/30/10 and 12/31/10.
 - (5) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.
 - (6) 10,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.
 - (7) Includes grants of restricted stock with restrictions that lapsed as to 3,750 shares on December 31, 2010 and as to 15,000 shares on March 31, 2011; and restrictions that will lapse as to 3,750 shares on December 31, 2011.

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.