

SIEGEL GARY  
Form 4  
September 11, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIEGEL GARY

(Last) (First) (Middle)  
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)  
08/31/2009

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)  
Vice President, Finance

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/31/2009 <sup>(1)(2)</sup>		A		2,941,631	A	(3) 2,942,134

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

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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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3,015	08/31/2009		D	47	(4) 05/22/2013		Common Stock	47
Employee Stock Option (right to buy)	\$ 3,096	08/31/2009		D	23	(4) 01/04/2014		Common Stock	23
Employee Stock Option (right to buy)	\$ 750	08/31/2009		D	33	(4) 06/30/2014		Common Stock	33
Employee Stock Option (right to buy)	\$ 486	08/31/2009		D	33	(4) 01/07/2015		Common Stock	33
Employee Stock Option (right to buy)	\$ 282	08/31/2009		D	50	(4) 04/04/2015		Common Stock	50
Employee Stock Option (right to buy)	\$ 270	08/31/2009		D	33	(4) 04/15/2015		Common Stock	33
Employee Stock Option	\$ 555	08/31/2009		D	33	(4) 09/19/2015		Common Stock	33

(right to buy)

Employee

Stock

Option	\$ 615	08/31/2009		D	33	<u>(4)</u>	01/23/2016	Common Stock	33
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(right to buy)

Employee

Stock

Option	\$ 231	08/31/2009		D	17	<u>(4)</u>	12/01/2016	Common Stock	17
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(right to buy)

Employee

Stock

Option	\$ 136.89	08/31/2009		D	40	<u>(4)</u>	01/12/2007	Common Stock	40
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(right to buy)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SIEGEL GARY  
200 CONNELL DRIVE  
BERKELEY HEIGHTS, NJ 07922

Vice President, Finance

## Signatures

/s/Gary Siegel                      09/11/2009

\*\*Signature of                      Date  
Reporting Person

## 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) On September 4, 2009, the Issuer filed Form S-8 for the Genta Incorporated 2009 Stock Incentive Plan, registering 83,478,929 shares of Genta Incorporated Common Stock, par value \$0.001.  
  
The restricted stock units that were issued on August 31, 2009 vest as follows: (i) 245,136 shares will vest on November 21, 2009; (ii) 245,136 shares will vest on March 22, 2010; (iii) 245,136 shares will vest on May 17, 2010; (iv) twenty-five percent (25%) will vest on August 31, 2010; (v) twenty-five percent (25%) will vest on August 31, 2011; and (vi) twenty-five percent (25%) will vest on August 31, 2012.
- (2) On August 31, 2009, the Issuer canceled, pursuant to the issuer's option exchange program (i) 47 options granted to the reporting person on May 22, 2003, (ii) 23 options granted on January 5, 2004, (iii) 33 options granted on June 30, 2004, (iv) 33 options granted on January 7, 2005, (v) 50 options granted on April 4, 2005, (vi) 33 options granted on April 15, 2005, (vii) 33 options granted on September 19, 2005, (viii) 33 options granted on January 23, 2006, (ix) 17 options granted on December 1, 2006 and (x) 40 options granted on January 12, 2007.
- (3) The canceled options vested in four equal annual installments.
- (4) The canceled options vested in four equal annual installments.

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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