

WARRELL RAYMOND P JR  
 Form 4  
 February 25, 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 \*  
**WARRELL RAYMOND P JR**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & Chief Exec Officer

(Last) (First) (Middle)  
**C/O GENTA INCORPORATED, 200 CONNELL DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2011**

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

**BERKELEY HEIGHTS, NJ 07922**

(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 Beneficial Ownership (Instr. 4)
Common Stock	02/23/2011		S	130,000 D	\$ 0.2108 20,814,588 (1)	D	
Common Stock	02/24/2011		S	140,000 D	\$ 0.1659 20,674,588	D	
Common Stock	02/25/2011		S	160,000 D	\$ 0.146 20,514,588	D	
Common Stock					152,695 (2)	I	By spouse

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

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(9-02)

**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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRELL RAYMOND P JR C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X		Chairman & Chief Exec Officer	

## Signatures

/s/ Raymond P. Warrell Jr. 02/25/2011

\*\*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).

- (1) Includes 300,000 shares of common stock held jointly with Dr. Warrell's spouse, Dr. Itri, 119,632 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Warrell, 10,590,399 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due September 9, 2011, as amended, (the Notes), held in joint account with Dr. Itri, 60,650 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 8,612,823 shares of common stock issuable upon the exercise of March 2010 Warrants held in joint account with Dr. Itri, 1,125,019 shares of common stock issuable upon the exercise of December 2010 Warrants held in joint account with Dr. Itri and 6,065 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA.
- (2) Includes 52,622 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 90,975 shares of common stock issuable upon the conversion of Notes held by Dr. Itri's IRA and 9,098 shares of common stock

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issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA.

**Remarks:**

These transactions were conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

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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