

Wieland Douglas Scott
 Form 3
 November 24, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Wieland Douglas Scott</p> <p>(Last) (First) (Middle)</p> <p>11726 SAN VICENTE BLVD., SUITE 650</p> <p>(Street)</p> <p>LOS ANGELES, CA 90049</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/21/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CYTRX CORP [CYTR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. VP - Drug Development</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---|---|--|---|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|---|--|---|---|---|

(Instr. 5)

| | | | | | | | |
|-----------------------------|-------|------------|--------------|---------|---------|---|---|
| Stock Option (right to buy) | Â (1) | 05/22/2017 | Common Stock | 100,000 | \$ 4.08 | D | Â |
| Stock Option (right to buy) | Â (2) | 12/04/2017 | Common Stock | 25,000 | \$ 3.61 | D | Â |
| Stock Option (right to buy) | Â (3) | 06/30/2018 | Common Stock | 30,000 | \$ 0.57 | D | Â |
| Stock Option (right to buy) | Â (4) | 11/20/2018 | Common Stock | 50,000 | \$ 0.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wieland Douglas Scott 11726 SAN VICENTE BLVD., SUITE 650 LOS ANGELES, CA 90049 | Â | Â | Â Sr. VP - Drug Development | Â |

Signatures

/s/ D. Scott
Wieland

11/24/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock Option vests in three equal annual installments beginning May 30, 2008, provided the Reporting Person remains in continuous employ of Issuer.
 - (2) Stock Option vests in three equal annual installments beginning December 6, 2008, provided the Reporting Person remains in continuous employ of Issuer.
 - (3) Stock Option vests in three equal annual installments beginning July 1, 2009, provided the Reporting Person remains in continuous employ of Issuer.
 - (4) Stock Option vests monthly over three years beginning December 21, 2008, provided the Reporting Person remains in continuous employ of Issuer.

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.