

ITRI LORETTTA M
Form 4
June 15, 2012

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 *
ITRI LORETTTA M

(Last) (First) (Middle)

C/O GENTA
INCORPORATED, 200 CONNELL
DRIVE

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2012

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)
Pres RD Chief Medical Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/13/2012 | | A | | 650,000,000 (1) | A | \$ 0 |
| Common Stock | | | | | 724,058,689 (2) | D | |
| | | | | | 4,506,343,262 (3) | 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)

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ITRI LORETTA M C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922 | | | Pres RD Chief Medical Officer | |

Signatures

Loretta M. Itri, 06/15/2012
M.D.

**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) Restricted Stock grants subject to vesting requirements, including that the stock would vest 100% upon the approval by the U.S. Food and Drug Administration (FDA) of tasetaxel for any indication.
Includes 39,433,900 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 650,000,000 restricted shares subject to certain vesting requirements held by Dr. Itri, 17,500,020 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due March 30, 2022 held by Dr. Itri's IRA, 1,455,670 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA and 15,669,099 shares of common stock issuable upon the exercise of September 2011 Warrants held by Dr. Itri's IRA.
- (3) Includes 121,655,883 shares potentially issuable upon the vesting of outstanding restricted stock units held by Dr. Itri's spouse, Dr. Warrell, 800,000,000 restricted shares held by Dr. Warrell, 220,834,130 shares of common stock issuable upon the conversion of Senior Convertible Notes due 3/30/2022, held in joint account, 11,665,850 shares of common stock issuable upon the conversion of Notes held by spouse's IRA, 1,377,299,520 shares of common stock issuable upon the exercise of 3/2010 Warrants held in joint account, 180,003,003 shares of common stock issuable upon the exercise of 12/2010 Warrants held in joint account, 1,783,468,409 shares of common stock issuable upon the exercise of 9/2011 Warrants held in joint account, 970,398 shares of common stock issuable upon the exercise of 12/2010 Warrants held by spouse's IRA and 10,446,039 shares of common stock issuable upon the exercise of 9/2011 Warrants held by spouse's IRA.

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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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