

Onconova Therapeutics, Inc.
Form 4
November 18, 2013

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 *
Hoffman Michael B

2. Issuer Name and Ticker or Trading Symbol
Onconova Therapeutics, Inc.
[ONTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2013

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

712 FIFTH AVENUE, 36TH FLOOR

(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 10019

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|-----------|---|---|
| Common Stock | 11/15/2013 | | P | 5,000 | A | \$ 11.95 | 4,292,800 | I | By the Michael and Jane Hoffman 2013 Descendants Trust ⁽¹⁾ |
| Common Stock | 11/15/2013 | | P | 5,000 | A | \$ 11.99 | 4,297,800 | I | By the Michael and Jane Hoffman |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|--|
| Common Stock | 11/15/2013 | P | 1,900 | A | \$ 12.21 | 4,299,700 | I | 2013 Descendants Trust ⁽¹⁾ By the Michael and Jane Hoffman 2013 Descendants Trust ⁽¹⁾ |
| Common Stock | 11/15/2013 | P | 7,800 | A | \$ 11.97 | 4,307,500 | I | By the Michael and Jane Hoffman 2013 Descendants Trust ⁽¹⁾ |
| Common Stock | | | | | | 84,530 | I | By Hoffman 2013 Descendants Trust (Non-GST Exempt Trust) ⁽¹⁾ |

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)

| 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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hoffman Michael B 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | X | X | | |

Signatures

/s/ Michael B. Hoffman by Ajay Bansal as
attorney-in-fact

11/18/2013

__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) These shares are held in trust for the benefit of the reporting person's descendants. The reporting person's spouse is a trustee of the trust.

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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