

SCHULER JACK W
Form 4
March 16, 2011

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 *
SCHULER JACK W

2. Issuer Name and Ticker or Trading Symbol
GTX INC /DE/ [GTXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
28161 N. KEITH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2009

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

LAKE FOREST, IL 60045

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/02/2009		P		4,300	A	\$ 9.48
Common Stock	11/04/2009		P		200,000	A	\$ 9.0413
Common Stock	11/05/2009		P		100,000	A	\$ 4.5
Common Stock	11/05/2009		P		10,000	A	\$ 7.5
Common Stock	11/06/2009		P		151,500	A	\$ 3.9033
Common Stock	11/06/2009		P		2,500	A	\$ 7.5

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Common Stock							
Common Stock	11/09/2009	P	134,282	A	\$ 3.5959	3,489,172	D
Common Stock	11/09/2009	P	12,500	A	\$ 7.5	3,501,672	D
Common Stock	11/09/2009	P	5,000	A	\$ 10	3,506,672	D
Common Stock	11/13/2009	P	25,000	A	\$ 10	3,531,672	D
Common Stock	03/04/2010	P	40,000	A	\$ 3.6565	3,571,672	D
Common Stock	03/05/2010	P	33,100	A	\$ 3.7097	3,604,772	D
Common Stock	03/08/2010	P	16,000	A	\$ 3.7971	3,620,772	D
Common Stock	03/09/2010	P	26,789	A	\$ 3.7696	3,647,561	D
Common Stock	03/10/2010	P	40,000	A	\$ 3.7488	3,687,561	D
Common Stock	03/11/2010	P	12,700	A	\$ 3.6448	3,700,261	D
Common Stock	03/12/2010	P	18,518	A	\$ 3.7419	3,718,779	D
Common Stock	04/06/2010	S	85,000	D	\$ 3.395	3,633,779	D
Common Stock	05/07/2010	P	14,515	A	\$ 3.1161	3,648,294	D

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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of (D)
(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Put Option (obligation to buy)	\$ 7.5		11/05/2009	X			100	08/14/2009	11/20/2009	Common Stock	10,000
Put Option (obligation to buy)	\$ 7.5		11/06/2009	X			25	08/14/2009	11/20/2009	Common Stock	2,500
Put Option (obligation to buy)	\$ 7.5		11/09/2009	X			125	08/14/2009	11/20/2009	Common Stock	12,500
Put Option (obligation to buy)	\$ 10		11/09/2009	X			50	10/26/2009	11/20/2009	Common Stock	5,000
Put Option (obligation to buy)	\$ 10		11/13/2009	X			250	10/26/2009	11/20/2009	Common Stock	25,000
Put Option (obligation to buy)	\$ 7.5		04/27/2010	S			750	04/27/2010	11/20/2010	Common Stock	75,000
Put Option (obligation to buy)	\$ 7.5		04/28/2010	S			398	04/28/2010	11/20/2010	Common Stock	39,800
Put Option (obligation to buy)	\$ 7.5		04/29/2010	S			100	04/29/2010	11/20/2010	Common Stock	10,000
Put Option (obligation to buy)	\$ 7.5		05/03/2010	S			29	05/03/2010	11/20/2010	Common Stock	2,900
Put Option (obligation to buy)	\$ 7.5		05/04/2010	S			871	05/04/2010	11/20/2010	Common Stock	87,100
Put Option (obligation to buy)	\$ 7.5		05/05/2010	S			500	05/05/2010	11/20/2010	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SCHULER JACK W
28161 N. KEITH DRIVE
LAKE FOREST, IL 60045

X

Signatures

/s/ Jack W.
Schuler

03/16/2011

**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).

Remarks:

Form 1 of 2 (to be considered a single form)

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.