

WARRELL RAYMOND P JR  
 Form 4  
 December 03, 2009

**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 \*  
**WARRELL RAYMOND P JR**  
  
 (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/ [GETA]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/30/2009**

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)  
**Chairman & CEO**

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)
Common Stock	11/30/2009		A	V	916,431	A	(1) (2)
Common Stock	11/30/2009		A		104,676	A	(3)
Common Stock	11/30/2009		S		600,000	D	\$ 0.145
Common Stock	12/01/2009		S		1,000	D	\$ 0.144
Common Stock	12/02/2009		S		1,179,000	D	\$ 0.139

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Common Stock 11,749,034 (4) I Spouse

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

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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 Beneficially Owned (Instr. 5)
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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 & CEO	

Signatures

/s/Raymond P. Warrell, Jr. 12/03/2009  
 \*\*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) Vesting of restricted stock units previously reported.
- (2) Includes 2,077,759 shares of common stock held in the reporting person's IRA, 4,414,585 shares of common stock held in a joint account with the reporting person's spouse, Dr. Itri, 17,624,232 shares of common stock underlying the Senior Secured Convertible

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Promissory Notes due June 9, 2010 (the "Notes") and 21,587,046 shares of common stock underlying restricted stock units that have not vested as of the reporting date.

- (3) Vesting of restricted stock units by the reporting person's spouse, Dr. Itri, previously reported.
- (4) Includes 3,114,224 shares of common stock held in the reporting person's spouse, Dr. Itri's IRA of which the reporting person is the beneficiary, 121,096 shares of common stock issuable upon the conversion of the Notes by Dr. Itri and 8,513,714 shares of common stock underlying restricted stock units that have not vested as of the reporting date.

### Remarks:

The sales reported on this Form 4 were undertaken to cover tax liabilities to the reporting person and his spouse, Dr. Itri, except

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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