

WARRELL RAYMOND P JR
 Form 4
 December 08, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/03/2009

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

C/O GENTA
 INCORPORATED, 200 CONNELL
 DRIVE

(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

BERKELEY HEIGHTS, NJ 07922

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/03/2009 | | S | | 1,547,309 | D | \$ 0.132 |
| Common Stock | 12/04/2009 | | S | | 497,650 | D | \$ 0.124 |
| Common Stock | 12/07/2009 | | S | | 402,227 | D | \$ 0.1192 |
| Common Stock | 12/07/2009 | | C | | 2,337,109 | A | \$ 0.1247 |
| Common Stock | 12/08/2009 | | S | | 439,958 | D | \$ 0.1247 |

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Common Stock 11,749,034 (3) 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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. 12/08/2009
 **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) Includes 2,077,759 shares of common stock held in the reporting person's IRA, 1,191,952 shares of common stock held in joint accounts with the reporting person's spouse, Dr. Itri, 17,624,232 shares of common stock underlying the Senior Secured Convertible 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.

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(2) Conversion of \$233,710.90 of Notes.

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, exce

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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