

Edgar Filing: GENTA INCORPORATED /DE/ - Form 4

GENTA INCORPORATED /DE/
 Form 4
 May 10, 2002

 FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1 (b).

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(f) of the Investment Company
 Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
Klem	Robert	E.	Genta Incorporated (Nasdaq: GNTA)	I
(Last)	(First)	(Middle)		
c/o Genta Incorporated			3. IRS Identification	4. Statement for
Two Connell Drive			Number of Reporting	Month/Year
			Person, if an Entity	April 2002
			(Voluntary)	
(Street)				5. If Amendment,
Berkeley Heights	NJ	07922		Date of Original
(City)	(State)	(Zip)		(Month/Year)
				7. I
				(

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount o curities cially O End of M (Instr.	
			Code	V	Amount		(A) or Price (D)
Common Stock, par value \$.001	4/01/02	X			6,000	A	\$0.94375
Common Stock, par value \$.001	4/01/02	S			6,000	D	\$16.6495
Common Stock, par value \$.001	4/15/02	X			6,000	A	\$0.94375
Common Stock, par value \$.001	4/15/02	S			6,000	D	\$13.6400

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the Reporting Person.
 *If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(Print or Type Response)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE IDENTIFIED IN THIS FORM UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.
 SEC1474 (3-99)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED BY THE REPORTING PERSON (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)	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.
			Code V	(A) (D)	Date Exercisable	Expiration Date
Options to acquire Common Stock (2)	\$0.94375	4/01/02	X	6,000	3/31/99	5/28/08
Options to acquire Common Stock (2)	\$0.94375	4/15/02	X	6,000	3/31/99	5/28/08

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1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	599,353	D	
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Explanation of Responses:
 (1) Does not include 12,000 shares held by the Reporting Person's children's individual retirement accounts.
 (2) Issued under the Company's 1998 Employee Stock Incentive Plan. The option were exercised and the stock was sold under a Company approved Rule 10b5-1 Trading Plan.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ _____
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **Si

Note. File three copies of this form, one of which must be manually signed.
 If space provided is insufficient, see Instruction 6 for procedure.

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