

WARRELL RAYMOND P JR  
Form 4  
March 03, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(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/ [GNTAD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/01/2011**

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 & Chief Exec Officer**

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	03/01/2011		C	22,159	A \$ 0.16 (1)	20,514,588	D
Common Stock	03/02/2011		S	22,159	D \$ 0.1195	20,492,429	D
Common Stock					152,695 (2)	I	By spouse

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
15% Senior Convertible Promissory Note	\$ 0.16	03/01/2011		C	\$ 3,545.51	10/07/2008 09/04/2011	Common Stock	22,371

## 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 & Chief Exec Officer	

## Signatures

/s/ Raymond P.  
Warrell Jr. 03/03/2011

\_\_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).

- Includes 22,371 shares of common stock held jointly with Dr. Warrell's spouse, Dr. Itri, 119,420 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Warrell, 10,568,240 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due September 9, 2011, as amended, (the Notes), held in joint account with
- (1) Dr. Itri, 60,650 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 8,612,823 shares of common stock issuable upon the exercise of March 2010 Warrants held in joint account with Dr. Itri, 1,125,019 shares of common stock issuable upon the exercise of December 2010 Warrants held in joint account with Dr. Itri and 6,065 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA.

- Includes 52,622 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr.
- (2) Itri, 90,975 shares of common stock issuable upon the conversion of Notes held by Dr. Itri's IRA and 9,098 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA.

**Remarks:**

These transactions were conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

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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