

ZIOPHARM ONCOLOGY INC
 Form 3/A
 February 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ROSENWALD LINDSAY A			(Month/Day/Year)	ZIOPHARM ONCOLOGY INC [ESWB]	
MD			09/13/2005		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		
787 SEVENTH AVENUE, 48TH FLOOR			(Check all applicable)		
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
NEW YORK, Â NY Â 10019			5. If Amendment, Date Original Filed(Month/Day/Year)		
(City)	(State)	(Zip)	09/22/2005		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input checked="" type="checkbox"/> Form filed by One Reporting Person		
			<input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	476,678	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrants	05/31/2005	05/31/2012	Common stock	221,011	\$ 4.75	D	Â
Warrants	12/23/2004	12/23/2011	Common stock	62,621	\$ 4.75	I	Owned by Paramount Biocapital Investments, LLC <u>(1)</u>
Common stock	02/13/2006	Â <u>(3)</u>	Common stock	563,296	\$ 0.01	I	Owned by individuals and pledged to Lindsay A. Rosenwald, M.D. to secure certain obligations <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENWALD LINDSAY A MD 787 SEVENTH AVENUE, 48TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

/s/ Lindsay A.
Rosenwald, M.D.

02/13/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These Warrants are held by Paramount Biocapital Investments, LLC, of which Dr. Rosenwald is managing member. Dr. Rosenwald disclaims beneficial ownership of these Warrants, except to the extent of his pecuniary interest therein, if any.

These Shares held by certain individuals and with respect to which Dr. Rosenwald has certain call rights pursuant to pledge agreements to
 - (2) secure certain obligations. Dr. Rosenwald disclaims beneficial ownership of these 563,296 pledged Shares, except to the extent of his pecuniary interest therein, if any.
 - (3) These call rights expire upon satisfaction of certain obligations of Dr. Rosenwald to a third party and may be extended indefinitely, although such obligations are currently contemplated to be satisfied (or not satisfied) by December 31, 2007.

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.