

Onconova Therapeutics, Inc.
 Form 3
 July 24, 2013

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 *

Å Baxter Healthcare SA
 (Last) (First) (Middle)

THURGAUERSTRASSE 130
 (Street)

GLATTPARK
 (OPFIKON), Å V8 Å 8152
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/24/2013

3. Issuer Name and Ticker or Trading Symbol
 Onconova Therapeutics, Inc. [ONTX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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)

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)

Date Exercisable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Series J Convertible Preferred Stock (1) (1) Common Stock 3,030,303 \$ (1) D (2) (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baxter Healthcare SA THURGAUERSTRASSE 130 GLATTPARK (OPFIKON), V8 8152	<u> </u> (1)	<u> </u> (1) X	<u> </u> (1)	<u> </u> (1)
BAXTER INTERNATIONAL INC ONE BAXTER PARKWAY, DF2-1W DEERFIELD, IL 60015	<u> </u> (1)	<u> </u> (1) X	<u> </u> (1)	<u> </u> (1)

Signatures

Stephanie A. Shinn, on behalf of Baxter Healthcare SA 07/24/2013
 Signature of Reporting Person Date

Stephanie A. Shinn, on behalf of Baxter International Inc. 07/24/2013
 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) The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
- (2) The reported securities are owned directly by Baxter Healthcare SA, which is an indirect wholly-owned subsidiary of Baxter International Inc. Baxter International Inc. is an indirect beneficial owner of the reported securities.

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.