

RUBINFELD JOSEPH

Form 4

July 06, 2009

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RUBINFELD JOSEPH

(Last) (First) (Middle)

11726 SAN VICENTE BLVD, #650

(Street)

LOS ANGELES, CA 90049

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CYTRX CORP [CYTR]

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

07/01/2009

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)

Chief Scientific Advisor

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year)          | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |         |     |                     |                    |                 |                               |  |
|--------------------------------------|------------------------------------|---------------------------|------------|---------------------------------------------------------------|---------|-----|---------------------|--------------------|-----------------|-------------------------------|--|
|                                      |                                    |                           | Code       | V                                                             | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number of<br>Shares |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 0.35                            | 07/01/2009 <sup>(1)</sup> | A          |                                                               | 350,000 |     | <sup>(2)</sup>      | 12/01/2018         | Common<br>Stock | 350,000                       |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 1.15                            | 07/01/2009                | A          |                                                               | 50,000  |     | 07/01/2009          | 06/30/2019         | Common<br>Stock | 50,000                        |  |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |                             |
|---------------------------------------------------------------------------|---------------|-----------|---------|-----------------------------|
|                                                                           | Director      | 10% Owner | Officer | Other                       |
| RUBINFELD JOSEPH<br>11726 SAN VICENTE BLVD, #650<br>LOS ANGELES, CA 90049 | X             |           |         | Chief Scientific<br>Advisor |

## Signatures

/s/ Joseph  
Rubinfeld

07/05/2009

          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) The option grant was approved by the board of directors on December 2, 2008, subject to shareholder approval of our 2008 Stock Incentive Plan under which the option was granted. Our shareholders approved the 2008 Stock Incentive Plan on July 1, 2009.

(2) The option vested immediately as to 50,000 shares on July 1, 2009. The option will vest as to the remaining shares in annual increments of 100,000 each on December 2, 2010, 2011 and 2012, provided Reporting Person remains in continuous service of Issuer.

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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