Murray Williams H Form 4 March 26, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Murray Williams H

2. Issuer Name and Ticker or Trading Symbol

Issuer

GTX CORP [GTXO.OB]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Middle)

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

Director

10% Owner X\_ Officer (give title \_X\_ Other (specify

28426 RANCHO GRANDE

(Street)

(First)

03/24/2010

below) below)

CFO / Secretary

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

Code V

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAGUNA NIGUEL, CA US 92677

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year) 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

5. Amount of Securities Beneficially Owned (D) or Following Indirect (I) (Instr. 4)

7. Nature of Ownership Indirect Form: Direct Beneficial Ownership (Instr. 4)

(9-02)

(A) or

(D)

Reported Transaction(s)

(Instr. 3 and 4)

Common stock

03/24/2010

A 100,000 217,500

Price

D

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

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

#### Edgar Filing: Murray Williams H - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
	Security			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Incentive Stock Option	\$ 0.17	03/24/2010		A	120,000	04/01/2010(1)	02/28/2014	Common Stock	120,

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Murray Williams H 28426 RANCHO GRANDE LAGUNA NIGUEL, CA US 92677

CFO Secretary

**Signatures** 

Murray H. Williams 03/24/2010

\*\*Signature of Date
Reporting Person

## **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 vests in twelve (12) equal monthly installments beginning on 4/1/10

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.

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