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Form 4										
January 04, 2012									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this bo	x		Number: Expires:	January 31,						
if no longer subject to Section 16. Form 4 or Form 5		NGES IN SECUI	Estimated burden hou response	urs per						
obligations may continue. <i>See</i> Instruction 1(b).				•	•	npany Act ny Act of 1	of 1935 or Section 940	on		
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> STEINER MITCHELL SHUSTER			2. Issuer Name and Ticker or Trading Symbol GTX INC /DE/ [GTXI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Che	ck all applicabl	c)	
175 TOYOTA PLAZA, 7TH FLOOR			(Month/Day/Year) 01/01/2012			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
MEMPHIS, TN	38103						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	<i>.</i> 1	c 1 1	C				· 1· /1			
Reminder: Report o	n a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont ed to resp lys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	GEC 1474 (9-02)	

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

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3, 4 5)	of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 3.36	01/01/2012		A	105,000)	<u>(1)</u>	12/31/2021	Common Stock	105,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
STEINER MITCHELL SHUSTER 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103	Х	Х	Chief Executive Officer					
Signatures								
/s/ Mark E. Mosteller, by Power of Attorney	01/04/2012							
**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 vests and is exercisable in 5 equal annual installments beginning January 1, 2013.

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.