

Cooper Laurence James Neil  
 Form 4  
 January 08, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Cooper Laurence James Neil

2. Issuer Name and Ticker or Trading Symbol  
 ZIOPHARM ONCOLOGY INC  
 [ZIOP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/06/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

C/O ZIOPHARM ONCOLOGY, INC., ONE FIRST AVENUE, PARRIS BLDG. 34

(Street)

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

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

BOSTON, MA 02129

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	01/06/2019		A		337,266 (1)	A	\$ 0 1,518,075
Common Stock	01/06/2019		A		446,428 (2)	A	\$ 0 1,964,503
Common Stock	01/06/2019		F		165,178 (3)	D	\$ 2.24 1,799,325

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

**required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 2.24	01/06/2019		A	531,813	<u>(4)</u>	01/06/2029	Common Stock	531,813

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Cooper Laurence James Neil  
C/O ZIOPHARM ONCOLOGY, INC.  
ONE FIRST AVENUE, PARRIS BLDG. 34  
BOSTON, MA 02129

X

Chief Executive Officer

## Signatures

/s/ Kevin Lafond,  
Attorney-in-Fact

01/08/2019

\_\_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) 112,422 shares shall vest on each of 12/31/2019, 12/31/2020 and 12/31/2021.

(2) Pursuant to the Issuer's option plan, the Reporting Person elected to receive fully vested shares of Common Stock in lieu of a cash bonus.

(3) Represents shares withheld to satisfy withholding tax obligations upon the vesting of restricted stock grant.

(4) 1/12th of the shares underlying this option will vest in equal quarterly installments commencing one quarterly period after 12/31/2018.

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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