

Barber Jack R
Form 4
July 06, 2009

FORM 4

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

OMB APPROVAL

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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 *
Barber Jack R

2. Issuer Name and Ticker or Trading Symbol
CYTRX CORP [CYTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11726 SAN VICENTE BLVD., #653

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2009

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Scientific Officer

(Street)
LOS ANGELES, CA 90049

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 Person

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Am | Nur | Sha | |
|-----------------------------|------------------------------|------------------|------------------|-----------------|-----|------------------|------------------|------------|--------------|-----|-----|-----|
| | | | Code | V | (A) | | | | | | | (D) |
| Stock Option (right to buy) | \$ 1.38 | 07/01/2009 | D ⁽¹⁾ | | | 100,000 | (¹) | 06/15/2016 | Common Stock | 10 | | |
| Stock Option (right to buy) | \$ 1.15 | 07/01/2009 | A ⁽¹⁾ | | | 100,000 | (¹) | 06/15/2016 | Common Stock | 10 | | |
| Stock Option (right to buy) | \$ 4.51 | 07/01/2009 | D ⁽²⁾ | | | 200,000 | (²) | 04/17/2017 | Common Stock | 20 | | |
| Stock Option (right to buy) | \$ 1.15 | 07/01/2009 | A ⁽²⁾ | | | 200,000 | (²) | 04/17/2017 | Common Stock | 20 | | |
| Stock Option (right to buy) | \$ 1.21 | 07/01/2009 | D ⁽³⁾ | | | 100,000 | (³) | 04/06/2018 | Common Stock | 10 | | |
| Stock Option (right to buy) | \$ 1.15 | 07/01/2009 | A ⁽³⁾ | | | 100,000 | (³) | 04/06/2018 | Common Stock | 10 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barber Jack R 11726 SAN VICENTE BLVD., #653 LOS ANGELES, CA 90049 | | | Chief Scientific Officer | |

Signatures

/s/ Jack R.
Barber

07/02/2009

**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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 16, 2006 and provided for equal monthly vesting over three years beginning July 16, 2006. The replacement option provides vesting in full on December 31, 2009, provided Reporting Person remains in continuous employ of Issuer.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 18, 2007 and provided for equal monthly vesting over three years beginning May 28, 2007. The replacement option provides vesting as to twenty-six months of the option on December 31, 2009, and the remaining shares to vest monthly for ten months beginning January 28, 2010, provided Reporting Person remains in continuous employ of Issuer.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 7, 2008 and provided for equal monthly vesting over three years beginning May 7, 2008. The replacement option provides vesting of fourteen months of the option on December 31, 2009 and the remaining shares to vest monthly for twenty-two months beginning January 7, 2010, provided Reporting Person remains in continuous employ 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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