

WARRELL RAYMOND P JR  
 Form 4  
 February 08, 2011

**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 \*  
**WARRELL RAYMOND P JR**

(Last) (First) (Middle)

C/O GENTA  
 INCORPORATED, 200 CONNELL  
 DRIVE

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GENTA INC DE/ [GNTA]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/04/2011**

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)  
**Chairman & Chief Exec Officer**

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2011		S		519,494	D	\$ 0.0071
Common Stock	02/07/2011		C		2,215,946	A	\$ 0.0032
Common Stock	02/07/2011		S		455,000	D	\$ 0.0076
Common Stock	02/08/2011		S		455,000	D	\$ 0.0076
Common Stock							7,634,855 <sup>(2)</sup>
						I	By spouse

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

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(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 (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
15% Senior Convertible Promissory Note	\$ 0.0032	02/07/2011		C	\$ 7,091.03	10/07/2008	09/04/2011	Common Stock	2,2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRELL RAYMOND P JR C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X		Chairman & Chief Exec Officer	

## Signatures

/s/ Raymond P. Warrell, Jr. 02/08/2011

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) Includes 5,981,681 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units, 531,735,931 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due September 4, 2011, as amended (the Notes), 3,032,500 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 494,217,441 shares of common stock issuable upon the exercise of March 2010 Warrants, 56,250,980 shares of common stock issuable upon the exercise of December 2010 Warrants and 303,267 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA.
- (2) Includes 2,631,203 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 4,548,750 shares of common stock issuable upon the conversion of Notes held by Dr. Itri and 454,902 shares of common stock

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issuable upon the exercise of December 2010 Warrants.

**Remarks:**

This transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

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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