

ITRI LORETTTA M  
Form 4  
June 15, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**ITRI LORETTTA M**  
  
(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)  
**06/13/2012**

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)  
**Pres RD Chief Medical 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	06/13/2012		A		650,000,000 (1)	A	\$ 0
Common Stock					724,058,689 (2)	D	
Common Stock					4,506,343,262 (3)	I	By spouse

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

SEC 1474  
(9-02)

Edgar Filing: ITRI LORETTA M - Form 4

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ITRI LORETTA M C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922			Pres RD Chief Medical Officer	

## Signatures

Loretta M. Itri, 06/15/2012  
M.D.

\*\*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) Restricted Stock grants subject to vesting requirements, including that the stock would vest 100% upon the approval by the U.S. Food and Drug Administration (FDA) of tsetaxel for any indication.  
Includes 39,433,900 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 650,000,000 restricted shares subject to certain vesting requirements held by Dr. Itri, 17,500,020 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due March 30, 2022 held by Dr. Itri's IRA, 1,455,670 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA and 15,669,099 shares of common stock issuable upon the exercise of September 2011 Warrants held by Dr. Itri's IRA.
- (3) Includes 121,655,883 shares potentially issuable upon the vesting of outstanding restricted stock units held by Dr. Itri's spouse, Dr. Warrell, 800,000,000 restricted shares held by Dr. Warrell, 220,834,130 shares of common stock issuable upon the conversion of Senior Convertible Notes due 3/30/2022, held in joint account, 11,665,850 shares of common stock issuable upon the conversion of Notes held by spouse's IRA, 1,377,299,520 shares of common stock issuable upon the exercise of 3/2010 Warrants held in joint account, 180,003,003 shares of common stock issuable upon the exercise of 12/2010 Warrants held in joint account, 1,783,468,409 shares of common stock issuable upon the exercise of 9/2011 Warrants held in joint account, 970,398 shares of common stock issuable upon the exercise of 12/2010 Warrants held by spouse's IRA and 10,446,039 shares of common stock issuable upon the exercise of 9/2011 Warrants held by spouse's IRA.

## Edgar Filing: ITRI LORETTA M - Form 4

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.