

Edgar Filing: WAKOFF HARLAN - Form 5

WAKOFF HARLAN
Form 5
February 13, 2002

OMB APPROVAL

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

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

(Print or Type Responses)

1. Name and Address of Reporting Person*

Wakoff Harlan J.

(Last) (First) (Middle)

c/o Genta Incorporated
Two Connell Drive

(Street)

Berkeley Heights NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Genta Incorporated (Nasdaq: GNTA)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

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December 31, 2001

 5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

 7. Individual or Joint/Group Filing
 (Check Applicable Line)

- Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
			Amount	Price
			(A) or (D)	

Common Stock, par value \$.001

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

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

FORM 5 (continued)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED

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SEC1474 (3-99)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) C o d e V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount of Number of Shares
Options to acquire Common Stock	\$8.656	5/9/00	A5		5/9/01 5/9/10	Common Stock, par value \$.001 50,000
	(2)					
Options to acquire Common Stock	\$13.16	6/14/01	A		6/14/01 6/14/11	Common Stock, par value \$.001 6,667
	(2)					
Options to acquire Common Stock	\$8.57	9/21/01	A		9/21/01 9/21/11	Common Stock, par value \$.001 6,667
	(2)					
Options to acquire Common Stock	\$14.15	12/13/01	A		12/13/01 12/13/11	Common Stock, par value \$.001 6,666
	(2)					

Explanation of Responses

(1) These options were granted upon attendance to Genta Incorporated Board of Directors meetings. These options are fully vested.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

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/s/ Harlan J. Wakoff

February 13, 2002

**Signature of Reporting Person

Date

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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