

VON HOFF DANIEL  
 Form 4  
 September 09, 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 \*  
 VON HOFF DANIEL

(Last) (First) (Middle)

C/O GENTA INC, 200 CONNELL DRIVE

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/26/2009

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)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/26/2009 <sup>(1)</sup>		A	V Amount (D) Price A 695,658 A 695,658	695,658	D	

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)**

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director's Stock Option (right to buy)	\$ 2,025	08/26/2009		D	250	(3) 01/12/2010	Common Stock	250	
Director's Stock Option (right to buy)	\$ 4,245	08/26/2009		D	22	(3) 12/13/2011	Common Stock	22	
Director's Stock Option (right to buy)	\$ 5,475	08/26/2009		D	22	(3) 03/21/2012	Common Stock	22	
Director's Stock Option (right to buy)	\$ 2,067	08/26/2009		D	44	(3) 09/19/2012	Common Stock	44	
Director's Stock Option (right to buy)	\$ 2,058	08/26/2009		D	67	(3) 02/13/2013	Common Stock	67	
Director's Stock Option (right to buy)	\$ 3,024	08/26/2009		D	67	(3) 03/19/2014	Common Stock	67	
Director's Stock option (right to	\$ 345	08/26/2009		D	67	(3) 03/24/2015	Common Stock	67	

buy)

Director's Stock Option (right to buy)	\$ 639	08/26/2009	D	67	<u>(3)</u>	04/05/2016	Common Stock	67
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Director's Stock Option (right to buy)	\$ 483	08/26/2009	D	17	<u>(3)</u>	06/16/2016	Common Stock	17
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Director's Stock Option (right to buy)	\$ 90	08/26/2009	D	67	<u>(3)</u>	07/11/2017	Common Stock	67
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Director's Stock Option (right to buy)	\$ 12.5	08/26/2009	D	67	<u>(3)</u>	10/06/2018	Common Stock	67
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VON HOFF DANIEL C/O GENTA INC 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X			

## Signatures

/s/DANIEL VON  
HOFF 09/09/2009

\*\*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).

- On September 4, 2009, the Issuer filed Form S-8 for the Genta Incorporated 2009 Stock Incentive Plan, registering 83,478,929 shares of
- (1) Genta Incorporated Common Stock, par value \$0.001. The restricted stock units that were issued on August 26, 2009 vested on stockholder approval of the Genta Incorporated 2009 Stock Incentive Plan and were issued to the reporting person on September 8, 2009
  - (2) On August 26, 2009 the Issuer canceled, pursuant to the issuer's option exchange program (i) 250 options granted to the reporting person on January 12, 2000, (ii) 22 options granted to the reporting person on December 13, 2001, (iii) 22 options granted on March 21, 2002, (iv) 44 options granted on September 19, 2002, (v) 67 options granted on February 13, 2003, (vi) 67 options granted on March 19, 2004, (vii) 67 options granted on March 24, 2005, (viii) 67 options granted on April 5, 2006, (ix) 17 options granted on June 16, 2006 (x) 67

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options granted on July 11, 2007 and (xi) 67 options granted on October 6, 2008.

(3) The canceled options automatically vested on the date of grant. See (2) above for repective grant dates.

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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