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WARRELL RAYMOND P JR

Form 4

February 25, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, 2005

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SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

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Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WARRELL RAYMOND P JR			2. Issuer Name and Ticker or Trading Symbol GENTA INC DE/ [GNTAD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an apprecion)			
C/O GENTA INCORPORATED, 200 CONNELL DRIVE		CONNELL	(Month/Day/Year) 02/23/2011	_X Director 10% Owner X Officer (give title Other (specify below) Chairman & Chief Exec Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BERKELEY HEIGHTS, NJ 07922			Filed(Month/Day/Year)	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. 4. Securities Acquired (A) Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)))	Beneficially For Owned Dir	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/23/2011		Code V	Amount 130,000	or (D)	Price \$ 0.2108	Transaction(s) (Instr. 3 and 4) 20,814,588 (1)	(Instr. 4)			
Common Stock	02/24/2011		S	140,000	D	\$ 0.1659	20,674,588	D			
Common Stock	02/25/2011		S	160,000	D	\$ 0.146	20,514,588	D			
Common Stock							152,695 (2)	I	By spouse		

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration Da		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

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.

02/25/2011

**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).
- Includes 300,000 shares of common stock held jointly with Dr. Warrell's spouse, Dr. Itri, 119,632 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Warrell, 10,590,399 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due September 9, 2011, as amended, (the Notes), held in joint account with
- Dr. Itri, 60,650 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 8,612,823 shares of common stock issuable upon the exercise of March 2010 Warrants held in joint account with Dr. Itri, 1,125,019 shares of common stock issuable upon the exercise of December 2010 Warrants held in joint account with Dr. Itri and 6,065 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA.
- (2) Includes 52,622 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 90,975 shares of common stock issuable upon the conversion of Notes held by Dr. Itri's IRA and 9,098 shares of common stock

Reporting Owners 2

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issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA.

Remarks:

These transactions were 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. 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.