

Edgar Filing: GENTA INCORPORATED /DE/ - Form 4

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

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

Exec. VP Clinical Research & Development

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
 =====

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

 Common Stock, par value \$.001

 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).

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 CONTROL NUMBER.

SEC1474 (3-99)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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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) ----- Code 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 Title Shares
Options to acquire Common Stock (4)	\$13.70	1/25/02	A		1/25/03 1/25/12	Common Stock, par value \$.001 40,000

Explanation of Responses:

- (1) Does not include 11,800 shares held by the Reporting Person's spouse's individual retirement account.
- (2) Held by the Reporting Person's individual retirement account.
- (3) Shares issued to Reporting Person as a hiring bonus, at the April 28, 2001 closing market price of \$8.34 per share.
- (4) These options were granted as part of an annual bonus. These options vest equally over the next four (4) years.

/s/ Loretta M. Itri

February 8, 2002

**Signature of Reporting Person

Date

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

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

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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