

WARRELL RAYMOND P JR  
 Form 4  
 July 17, 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 \*  
**WARRELL RAYMOND P JR**

(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)  
**07/15/2009**

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)  
**Chairman & CEO**

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)
Common Stock	07/15/2009		C	V	2,075,000	A	
					\$ 0.1		
					5,450,568 <sup>(1)</sup>	D	
Common Stock	07/15/2009		C	V	3,112,500	A	
					\$ 0.1		
					5,450,568 <sup>(2)</sup>	I	By Spouse's IRA

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

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 (9-02)

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**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
15% Senior Secured Convertible Promissory Note -June 9, 2010	\$ 0.1	07/15/2009		C	\$ 207,500	10/07/2008 06/09/2010	Common Stock	2,077,759	
15% Senior Secured Convertible Promissory Note-June 9, 2010	\$ 0.1	07/15/2009		C	\$ 311,250	10/07/2008 06/09/2010	Common Stock	3,112,500	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRELL RAYMOND P JR C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X		Chairman & CEO	

## Signatures

Raymond P. Warrell,  
Jr. M.D. 07/17/2009

\*\*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).
- (1) Includes 2,077,759 shares of common stock held in Dr. Warrell's IRA, 8,115 shares of common stock held in a joint account with Dr. Warrell's wife, Dr. Itri, and 22,021 shares of common stock issuable upon exercise of currently exercisable stock options. Also includes 3,340,949 shares of common stock issuable upon the conversion of Senior Secured Convertible promissory Notes due June 9,2010. Dr. Warrell indirectly owns 1,724 shares held in Dr. Itri's IRA of which Dr. Warrell is the beneficiary.
- (2) In addition to the securities included in footnote 1, this figure includes 3,112,500 shares of common stock held in Dr. Itri's IRA. As a result of Dr. Itri's conversion, only 228,448 shares of common stock are issuable upon the conversion of Senior Secured Convertible

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Promissory Notes due June 9,2010 by Dr. Warrell.

### **Remarks:**

The subject of this Form 4 declaration - the conversion of convertible Notes into shares of Genta common stock - was made p

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