

WILLIAMS BRUCE A
Form 4
February 06, 2003

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
Hours per response 0.5

FORM 4

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

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
obligation may continue. See Instruction 1(b)

(Print or Type Responses)

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1. Name and Address of Reporting Person*

William Bruce A.

(Last) (First) (Middle)

c/o Genta Incorporated
Two Connell Drive

(Street)

Berkeley Heights NJ 07922

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Genta Incorporated (Nasdaq: GNTA)
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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Year

January 31, 2003
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5. If Amendment, Date of Original (Month/Year)

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

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

Sr. VP Sales & Marketing

7. 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) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of (In and |
|---------------------------------------|---|---|---|--|-------------|-----|----------------------------------|
| | | Code | V | Amount | or Price | (D) | |

| | | | | | | |
|--------------------------------|--|--|--|--|--|-----|
| Common Stock, par value \$.001 | | | | | | 8,0 |
|--------------------------------|--|--|--|--|--|-----|

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 4 (continued)

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. 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 or Number of Shares | 8. Pr of De at Se it (I 5) |
|--|---|--|--|---|---|--|--|
| Options to acquire Common Stock (1) | \$7.861 | 1/28/03 | A | | 1/28/04 1/28/13 | Common Stock, par value \$.001 | 20,000 |

Explanation of Responses:

(1) These options were granted as part of an annual bonus. These options vest equally over the next four (4) years.

/s/ Bruce A. Williams

February 6, 2003

** Signature of Reporting Person

Date

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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.