

Edgar Filing: GENTA INCORPORATED /DE/ - Form 4

GENTA INCORPORATED /DE/  
Form 4  
May 10, 2002

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FORM 4  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// CHECK BOX IF NO  
LONGER SUBJECT TO  
SECTION 16. FORM 4  
OR FORM 5 OBLIGATIONS  
MAY CONTINUE. SEE  
INSTRUCTION 1 (b).

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

|  |         |          |   |                  |
|--|---------|----------|---|------------------|
| 1. Name and Address of Reporting Person* |         |          | 2. Issuer Name and Ticker or Trading Symbol | 6. R             |
| Klem                                     | Robert  | E.       | Genta Incorporated (Nasdaq: GNTA)           | I                |
| (Last)                                   | (First) | (Middle) |   |                  |
| c/o Genta Incorporated                   |         |          | 3. IRS Identification                       | 4. Statement for |
| Two Connell Drive                        |         |          | Number of Reporting                         | Month/Year       |
|  |         |          | Person, if an Entity                        | April 2002       |
|  |         |          | (Voluntary)                                 |                  |
| (Street)                                 |         |          |   | 5. If Amendment, |
| Berkeley Heights                         | NJ      | 07922    |   | Date of Original |
| (City)                                   | (State) | (Zip)    |   | (Month/Year)     |
|  |         |          |   | 7. I             |
|  |         |          |   | (                |

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

| 1. Title of Security<br>(Instr. 3) | 2. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 3. Transac-<br>tion<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount o<br>curities<br>cially O<br>End of M<br>(Instr. |
|------------------------------------|---|---|---|--|
|                                    |   | Code V                                    | Amount (A) or Price (D)   |  |
| Common Stock, par value \$.001     | 4/01/02   | X   | 6,000 A   | \$0.94375  |
| Common Stock, par value \$.001     | 4/01/02   | S   | 6,000 D   | \$16.6495  |
| Common Stock, par value \$.001     | 4/15/02   | X   | 6,000 A   | \$0.94375  |
| Common Stock, par value \$.001     | 4/15/02   | S   | 6,000 D   | \$13.6400 -0-  |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the Reporting Person.  
 \*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(Print or Type Response)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE IDENTIFIED IN THIS FORM UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.  
 SEC1474 (3-99)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED BY THE REPORTING PERSON (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) | 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. Date of Exercise (Month/Day/Year) |
|--|--|--------------------------------------|--------------------------------|---|--|--------------------------------------|
| Options to acquire Common Stock (2)        | \$0.94375  | 4/01/02                              | X                              | 6,000   | 3/31/99  | 5/28/08                              |
| Options to acquire Common Stock (2)        | \$0.94375  | 4/15/02                              | X                              | 6,000   | 3/31/99  | 5/28/08                              |

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| 1. Title of Derivative Security<br>(Instr. 3) | 9. Number of Derivative Securities Beneficially Owned at End of Month<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|---|---|---|
|---|---|---|---|

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|--|---------|---|--|
|  | 599,353 | D |  |
|--|---------|---|--|

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**Explanation of Responses:**

- (1) Does not include 12,000 shares held by the Reporting Person's children's individual retirement
- (2) Issued under the Company's 1998 Employee Stock Incentive Plan. The option were exercised and the stock was sold under a Company approved Rule 10b5-1 Trading Plan.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ \_\_\_\_\_  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). \*\*Si

Note. File three copies of this form, one of which must be manually signed.  
 If space provided is insufficient, see Instruction 6 for procedure.

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