

WARRELL RAYMOND P JR
 Form 4
 November 23, 2009

FORM 4

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

OMB APPROVAL

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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/ [GETA]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/18/2009

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 | 11/18/2009 | | S | 1,238,000 D | \$ 0.17 47,400,385 ₍₁₎ | D | |
| Common Stock | 11/19/2009 | | S | 151,563 D | \$ 0.169 47,248,822 | D | |
| Common Stock | 11/20/2009 | | S | 1,545,200 D | \$ 0.182 45,703,622 | D | |
| Common Stock | 11/20/2009 | | C | 2,000,000 A | <u>(2)</u> 45,703,622 | D | |
| Common Stock | | | | | <u>(3)</u> 11,853,710 | I | Spouse |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

/s/ Raymond P. Warrell Jr. 11/23/2009

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 the reporting person's IRA, 3,194,917 shares of common stock held in a joint account with the reporting person's spouse, Dr. Itri, 19,624,232 shares of common stock underlying the Senior Secured Convertible Promissory Notes due June 9, 2010 (the "Notes") and 22,503,477 shares of common stock underlying restricted stock units that have not vested as of the reporting date
 - (2) Conversion of \$200,000 of the Notes.
 - (3) Includes 3,114,224 shares of common stock held in the reporting person's spouse, Dr. Itri's IRA of which the reporting person is the beneficiary, 121,096 shares of common stock issuable upon the conversion of the Notes by Dr. Itri and 8,618,390 shares of common

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stock underlying restricted stock units that have not vested as of the reporting date.

Remarks:

Drs. Warrell and Itri sold a portion of their holdings to cover their income tax liabilities exceeding \$540,000.00 that were paid

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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