

Aroff Patrick  
 Form 5  
 February 17, 2009

# FORM 5

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Aroff Patrick

(Last) (First) (Middle)  
 1437 10TH STREET  
 (Street)

SANTA MONICA, CA US  
 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 GTX CORP [GTXO.OB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	08/19/2008	08/19/2008	S	500 D \$ 1.21	451,973	D	Â
Common Stock	08/19/2008	08/19/2008	S	1,000 D \$ 1.21	450,973	D	Â
Common Stock	08/27/2008	08/27/2008	S	500 D \$ 1.24	450,473	D	Â
Common Stock	08/27/2008	08/27/2008	S	500 D \$ 1.25	449,973	D	Â
	08/28/2008	08/28/2008	S	1,000 D	448,973	D	Â

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Common Stock						\$ 1.08			
Common Stock	08/28/2008	08/28/2008	S	1,000	D	\$ 1.08	447,973	D	Â
Common Stock	08/28/2008	08/28/2008	S	1,000	D	\$ 1.08	446,973	D	Â
Common Stock	08/29/2008	08/29/2008	S	1,000	D	\$ 0.96	445,973	D	Â
Common Stock	08/29/2008	08/29/2008	S	5,000	D	\$ 0.9	440,973	D	Â
Common Stock	08/29/2008	08/29/2008	S	2,000	D	\$ 0.85	438,973	D	Â

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

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SEC 2270 (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. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aroff Patrick 1437 10TH STREET SANTA MONICA, CA US 90401	Â X	Â	Â	Â

## Signatures

Patrick Aroff 02/13/2009

\*\*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).

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