

Murray Williams H
 Form 5
 February 17, 2009

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 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 *
Murray Williams H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 28426 RANCHO GRANDE
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

LAGUNA NIGUEL, CA US
 92677

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | Price | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------|--|--|---|
| Common Shares | 05/23/2008 | 05/23/2008 | S | 1,000 | D | \$ 2.52 | 182,200 | D | Â |
| Common Shares | 05/23/2008 | 05/23/2008 | S | 530 | D | \$ 2.52 | 181,670 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 1,000 | D | \$ 2.23 | 99,000 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,000 | D | \$ 1.81 | 66,500 | D | Â |

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| | | | | | | | | | |
|---------------|------------|------------|---|--------|---|---------|---------|---|---|
| Common Shares | 08/29/2008 | 08/29/2008 | S | 10,000 | D | \$ 0.89 | 40,000 | D | Â |
| Common Shares | 05/23/2008 | 05/23/2008 | S | 200 | D | \$ 2.52 | 181,470 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 500 | D | \$ 2.43 | 158,400 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 1,550 | D | \$ 2.43 | 156,850 | D | Â |
| Common Shares | 05/28/2008 | 05/28/2008 | S | 500 | D | \$ 2.4 | 121,600 | D | Â |
| Common Shares | 05/28/2008 | 05/28/2008 | S | 100 | D | \$ 2.45 | 121,500 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 200 | D | \$ 2.04 | 119,900 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 500 | D | \$ 1.76 | 88,400 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,500 | D | \$ 1.86 | 61,500 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 500 | D | \$ 2.41 | 167,500 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 1,000 | D | \$ 2.41 | 166,500 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 1,000 | D | \$ 2.15 | 106,500 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 500 | D | \$ 2.1 | 112,000 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 500 | D | \$ 2.15 | 106,000 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,500 | D | \$ 1.78 | 76,000 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 400 | D | \$ 2.43 | 156,450 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 450 | D | \$ 2.45 | 152,500 | D | Â |
| Common Shares | 08/29/2008 | 08/29/2008 | S | 3,100 | D | \$ 0.89 | 51,900 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,000 | D | \$ 1.77 | 85,000 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,000 | D | \$ 1.91 | 60,500 | D | Â |
| | 05/30/2008 | 05/30/2008 | S | 500 | D | \$ 1.8 | 70,500 | D | Â |

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| | | | | | | | | | |
|---------------|------------|------------|---|-------|---|---------|---------|---|---|
| Common Shares | | | | | | | | | |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,000 | D | \$ 1.82 | 64,500 | D | Â |
| Common Shares | 05/27/2008 | 05/27/2008 | S | 2,000 | D | \$ 2.51 | 133,000 | D | Â |
| Common Shares | 05/29/2008 | 05/29/2008 | S | 500 | D | \$ 2.26 | 97,500 | D | Â |
| Common Shares | 05/30/2008 | 05/30/2008 | S | 1,500 | D | \$ 1.82 | 63,000 | D | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murray Williams H 28426 RANCHO GRANDE LAGUNA NIGUEL, CA US 92677 | Â | Â | Â Chief Financial Officer | Â |

Signatures

Murray Williams 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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.