ITRI LORETTTA M

Form 4

March 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ITRI LORETTTA M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

GENTA INC DE/ [GNTAD]

(Check all applicable)

C/O GENTA

(First)

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

10% Owner Other (specify

03/16/2011

X_ Officer (give title

below) Pres RD Chief Medical Officer

INCORPORATED, 200 CONNELL **DRIVE**

(Street)

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BERKELEY HEIGHTS, NJ 07922

(State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I)

(Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4)

229,372,275

Code V Amount (D) Price

 $1,180,204 \stackrel{(1)}{=}$ D

Common Stock

(City)

or

By Spouse

Common Stock

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

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SEC 1474 (9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

ITRI LORETTTA M C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922

Pres RD Chief Medical Officer

Signatures

Reporting Person

/s/ Loretta M. 03/16/2011 Itri Date **Signature of

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).
- Includes 52,622 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 1,025,070 shares of common stock issuable upon the conversion of Senior Convertible Promissory Notes due September 4, 2011, as amended (the Notes) held by Dr. Itri's IRA and 102,512 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA.
 - Includes 199,580 shares of common stock held in joint account with Dr. Itri's spouse, Dr. Warrell, 119,420 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Warrell, 118,579,395 shares of common stock issuable upon the conversion of Notes held in joint account with Dr. Warrell, 683,380 shares of common stock issuable upon the
- conversion of Notes held by Dr. Warrell's IRA, 97,045,892 shares of common stock issuable upon the exercise of March 2010 Warrants held in joint account with Dr. Warrell, 12,676,270 shares of common stock issuable upon the exercise of December 2010 Warrants held in joint account with Dr. Warrell and 68,338 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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