

FRAGIN GARY S

Form 4

January 05, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**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 *
FRAGIN GARY S2. Issuer Name **and** Ticker or Trading
Symbol
ZIOPHARM ONCOLOGY INC
[ZIOP]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2009☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)FRAGIN ASSET
MANAGEMENT, 4925
ARLINGTON AVENUE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

RIVERDALE, NY 10471

(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)	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)
				(A) or (D)			
Common Stock, \$.001 par value	12/31/2009		A ⁽⁶⁾	7,500	A \$ 0 52,500	D	

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

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information contained in this form are not
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(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 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. D S (1)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 4.31							<u>(1)</u>	12/22/2014	Common Stock, \$.001 par value	15,029
Director Stock Option (right to buy)	\$ 5.01							04/26/2006	04/26/2016	Common Stock	15,000
Director Stock Option (right to buy)	\$ 6.49							<u>(2)</u>	12/13/2016	Common Stock	15,000
Stock Option (right to buy)	\$ 4.85							<u>(3)</u>	06/18/2017	Common Stock	15,000
Stock Option (right to buy)	\$ 2.73							<u>(4)</u>	12/12/2017	Common Stock	20,000
Stock Option (right to buy)	\$ 0.7							<u>(5)</u>	05/13/2019	Common Stock	15,000
Stock Option (right to buy)	\$ 2.85	12/31/2009		A	7,500			<u>(7)</u>	12/31/2019	Common Stock, \$.001 par value	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAGIN GARY S FRAGIN ASSET MANAGEMENT 4925 ARLINGTON AVENUE RIVERDALE, NY 10471		X		

Signatures

/s/ Richard Bagley, as attorney-in-fact for Gary S.
Fragin

01/05/2010

__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) 7,515 shares vest on 12/22/05 and 7,514 shares vest on 12/22/06.
 - (2) 5,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.
 - (3) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
 - (4) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
 - (5) 5,000 shares vest on each of 12/31/2009, 6/30/2010 and 12/31/2010.
 - (6) Grant of restricted stock; restrictions lapse in 2 equal annual installments beginning on the first anniversary of the date of grant.
 - (7) 3,750 shares vest on each of 12/31/2011 and 12/31/2012.

Remarks:

Power of Attorney Form incorporated by reference to Exhibit 24.1 to the Form 4 filed by the Reporting Person on 9/24/2009.

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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