

ITRI LORETTTA M
Form 4
September 23, 2011

FORM 4

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

Check this box
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

OMB APPROVAL

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(Print or Type Responses)

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

(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/ [GNTA]

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Pres RD Chief Medical Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) (A) or (D)	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					25,170,499 ⁽¹⁾	D	
Common Stock					3,446,219,034 ⁽²⁾	I	By spouse

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
required to respond unless the form
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

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

Pres RD Chief Medical Officer

Signatures

Loretta M. Itri 09/23/2011

**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).

Includes 3,161,191 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri, 10,516,174 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, 976,960 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA, and 10,516,174 shares of common stock issuable upon the exercise of September 2011 Warrants held by Dr. Itri's IRA.

Includes 9,237,920 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri's spouse, Dr. Warrell, 1,180,180,147 shares of common stock issuable upon the conversion of Notes held in joint account with Dr. Warrell, 7,010,765 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA, 924,362,094 shares of common stock issuable upon the exercise of March 2010 Warrants held in joint account, 120,807,405 shares of common stock issuable upon the exercise of December 2010 Warrants held in joint account, 1,196,958,664 shares of common stock issuable upon the exercise of September 2011 Warrants held in joint account, 651,274 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Warrell's IRA and 7,010,765 shares of common stock issuable upon the exercise of September 2011 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.