

BAGLEY RICHARD E
 Form 4
 September 24, 2010

FORM 4

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

OMB APPROVAL

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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 *
BAGLEY RICHARD E

2. 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)

**ONE FIRST AVE, BUILDING
 34, NAVY YARD PLAZA**

(Street)

BOSTON, MA 02129

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO & Treasurer

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock, \$.001 par value | 09/23/2010 | | F(10) | 47,450 | D | \$ 3.95 | 161,675 D |

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 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. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 1.7 | | | | | <u>(1)</u> | 07/01/2014 | Common Stock | 150,668 |
| Stock Option (right to buy) | \$ 4.31 | | | | | <u>(2)</u> | 06/08/2015 | Common Stock | 63,197 |
| Stock Option (right to buy) | \$ 4.31 | | | | | <u>(3)</u> | 09/13/2015 | Common Stock | 27,417 |
| Stock Option (right to buy) | \$ 5.01 | | | | | 04/26/2006 | 04/26/2016 | Common Stock | 54,873 |
| Stock Option (right to buy) | \$ 5.01 | | | | | <u>(4)</u> | 04/26/2016 | Common Stock | 40,000 |
| Stock Option (right to buy) | \$ 6.49 | | | | | <u>(5)</u> | 12/13/2016 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 4.85 | | | | | <u>(6)</u> | 06/18/2017 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 2.73 | | | | | <u>(7)</u> | 12/12/2017 | Common Stock | 75,000 |

| | | | | | |
|--------------------------------------|---------|------|------------|-----------------|---------|
| Stock Option (right to buy) | \$ 2.14 | (8) | 06/25/2018 | Common Stock | 60,000 |
| Stock Option (right to buy) | \$ 0.7 | (9) | 05/13/2019 | Common Stock | 100,000 |
| Stock Option (right to buy) | \$ 2.85 | (11) | 12/31/2019 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAGLEY RICHARD E ONE FIRST AVE, BUILDING 34 NAVY YARD PLAZA BOSTON, MA 02129 | X | | President, COO & Treasurer | |

Signatures

/s/ Richard E. Bagley 09/24/2010

__Signature of Date
Reporting Person

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) 50,223 shares vest on each of 7/1/05 and 7/1/06; 50,222 shares vest on 7/1/07.
- (2) 21,066 shares vest on each of 7/1/05 and 7/1/06; 21,065 shares vest on 7/1/07.
- (3) 9,139 shares vest on each of 9/13/05, 7/1/06 and 7/1/07.
- (4) 20,000 shares vest immediately; the remainder vest on 12/14/06.
- (5) 6,667 shares vest on each of 12/13/07 and 12/13/08; 6,666 shares vest on 12/13/09.
- (6) 8,334 shares vest on 6/18/08; 8,333 shares vest on each of 6/18/09 and 6/18/10.
- (7) 25,000 shares vest on each of 12/12/08, 12/12/09 and 12/12/10.
- (8) 20,000 shares vest on each of 6/25/2009, 6/25/2010 and 6/25/2011.
- (9) 25,000 shares vest immediately; 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- (10) Disposition represents shares forfeited to satisfy withholding tax obligations upon the vesting of a restricted stock grant.
- (11) 16,667 shares vest on each of 12/31/2010 and 12/31/2011 and 16,666 shares vest on 12/31/2012.

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