

Fowler Wyche  
Form 4  
August 11, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fowler Wyche

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)

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

701 A STREET NE

(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

WASHINGTON, DC 20002

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock, \$.001 par value  | 08/10/2011                           |  | P                              | 5,000 A \$ 5.1851 (1)   | 72,500 (2)  | D  |  |

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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: Fowler Wyche - Form 4

| 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. Pri Deriv Secur (Instr      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                          | Amount or Number of Shares |
| Director Stock Option (right to buy)       | \$ 4.31  |                                      |  |                                |   | 12/22/2006   | 12/22/2014  | Common Stock, \$.001 par value | 15,029                     |
| Director Stock Option (riht to buy)        | \$ 5.01  |                                      |  |                                |   | 04/26/2006   | 04/26/2016  | Common Stock                   | 15,000                     |
| Director Stock Option (right to buy)       | \$ 6.49  |                                      |  |                                |   | 12/13/2006   | 12/13/2016  | Common Stock                   | 15,000                     |
| Stock Option (right to buy)                | \$ 4.85  |                                      |  |                                |   | 06/18/2010   | 06/18/2017  | Common Stock                   | 15,000                     |
| Stock Option (right to buy)                | \$ 2.73  |                                      |  |                                |   | <u>(3)</u>   | 12/12/2017  | Common Stock                   | 20,000                     |
| Stock Option (right to buy)                | \$ 0.7   |                                      |  |                                |   | <u>(4)</u>   | 05/13/2019  | Common Stock                   | 15,000                     |
| Stock Option (right to buy)                | \$ 2.85  |                                      |  |                                |   | <u>(5)</u>   | 12/31/2019  | Common Stock, \$.001 par value | 7,500                      |
| Stock Option (right to                     | \$ 5.09  |                                      |  |                                |   | 03/31/2011   | 03/31/2020  | Common Stock, \$.001 par       | 15,000                     |

|           |         |  |     |            |        |
|-----------|---------|--|-----|------------|--------|
| buy)      |         |  |     |            | value  |
| Stock     |         |  |     |            |        |
| Option    | \$ 4.77 |  | (6) | 12/31/2020 | Common |
| (right to |         |  |     |            | Stock  |
| buy)      |         |  |     |            | 30,000 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Fowler Wyche<br>701 A STREET NE<br>WASHINGTON, DC 20002 | X             |           |         |       |

## Signatures

/s/ Richard E. Bagley, as attorney-in-fact for Wyche  
Fowler

08/11/2011

\_\_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).
  - (1) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.15 to \$5.20, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
  - (2) Includes grants of restricted stock with restrictions that lapsed as to 3,750 shares on December 31, 2010 and 15,000 shares on March 31, 2011 and restrictions that will lapse as to 3,750 shares on December 31, 2011.
  - (3) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
  - (4) 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
  - (5) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.
  - (6) 10,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

### Remarks:

#### Exhibit 24.1 Power of Attorney

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.