Youssoufian Hagop Form 4 January 03, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Youssoufian Hagop

2. Issuer Name and Ticker or Trading Symbol

(Middle)

ZIOPHARM ONCOLOGY INC [ZIOP]

3. Date of Earliest Transaction

12/31/2012

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

President of R&D and CMO

10% Owner

Other (specify

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

C/O ZIOPHARM ONCOLOGY, INC.,, ONE FIRST AVENUE,

(First)

BLDG, 34

(Last)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

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

BOSTON, MA 02129

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

4. Securities Acquired 5. Amount of

Price

Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4) (D) or Indirect (I) (Instr. 4)

D

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Common Stock

12/31/2012

Amount $F^{(1)}$

6.919

(A)

(D)

92,721

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

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 4.16	12/31/2012		A	180,000		(2)	12/31/2022	Common Stock	180,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Youssoufian Hagop C/O ZIOPHARM ONCOLOGY, INC., ONE FIRST AVENUE, BLDG. 34 BOSTON, MA 02129

President of R&D and CMO

Signatures

/s/ Jonathan Lewis, Attorney-In-Fact 01/03/2013

**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) Disposition represents shares withheld to satisfy withholding tax obligations upon the vesting of a restricted stock grant.
- (2) 60,000 shares vest on each of 12/31/2013, 12/31/2014 and 12/31/2015.

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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