

GENTA INC DE/
Form 3
March 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SIEGEL GARY</p> <p>(Last) (First) (Middle)</p> <p>C/O GENTA INCORPORATED,Â 200 CONNELL DRIVE</p> <p>(Street)</p> <p>BERKELEY HEIGHTS,Â NJÂ 07834</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/29/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GENTA INC DE/ [GNTA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President, Finance</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------------|--------------|------------|--------------------------------------|--------|----------|----------------------------------|---|
| Genta Stock option (right to buy) | Â <u>(1)</u> | 05/22/2013 | Genta Common stock, par value \$.001 | 2,333 | \$ 60.3 | D | Â |
| Genta Stock option (right to buy) | Â <u>(1)</u> | 01/14/2014 | Genta Common Stock, par value \$.001 | 1,167 | \$ 61.92 | D | Â |
| Genta Stock option (right to buy) | Â <u>(1)</u> | 06/30/2014 | Genta Common stock, par value \$.001 | 1,667 | \$ 15 | D | Â |
| Genta Stock option (right to buy) | Â <u>(2)</u> | 01/07/2015 | Genta Common stock, par value \$.001 | 1,667 | \$ 9.72 | D | Â |
| Genta Stock option (right to buy) | Â <u>(3)</u> | 04/04/2015 | Genta Common stock, par value \$.001 | 2,500 | \$ 5.64 | D | Â |
| Genta Stock option (right to buy) | Â <u>(4)</u> | 04/15/2015 | Genta Common stock, par value \$.001 | 1,667 | \$ 5.4 | D | Â |
| Genta Stock option (right to buy) | Â <u>(5)</u> | 09/19/2015 | Genta Common stock, par value \$.001 | 1,667 | \$ 11.1 | D | Â |
| Genta Stock option (right to buy) | Â <u>(6)</u> | 01/23/2016 | Genta Common stock, par value \$.001 | 1,667 | \$ 12.3 | D | Â |
| Genta Stock option, right to buy | Â <u>(7)</u> | 12/12/2016 | Genta Common stock, par value | 833 | \$ 4.62 | D | Â |

| | | | | | | | |
|-----------------------------------|---|------------|---------------------------------------|-------|---------|---|---|
| | | | \$.001 | | | | |
| Genta Stock option (right to buy) | 8 | 01/12/2017 | Genta Common stock, par value \$.001 | 2,000 | \$ 2.74 | D | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIEGEL GARY C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07834 | | | Vice President, Finance | |

Signatures

GARY SIEGEL 03/12/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) As of the date of this report, all options to purchase common stock are 100% vested and exercisable
- (2) As of the date of this report, 1,250 options are exercisable and the remaining 417 options become exercisable on January 7, 2009.
- (3) As of the date of this report, 1,250 options are exercisable and the remaining 1,250 options become exercisable in two equal installments on April 4, 2008 and April 4, 2009
- (4) As of the date of this report 833 options are exercisable and the remaining 834 options become exercisable in two equal installments on April 15, 2008 and April 15, 2009
- (5) As of the date of this report, 833 options are exercisable and the remaining 834 options become exercisable in two equal installments on September 19, 2008 and September 19, 2009
- (6) As of the date of this report 833 options are exercisable and the remaining 834 options become exercisable in two equal installments on January 23, 2009 and January 23, 2010.
- (7) As of the date of this report, 208 options are exercisable and the remaining 625 options become exercisable as follows: 208 options become exercisable on December 1, 2008; 208 options become exercisable on December 1, 2009; and the remaining 209 options become exercisable on December 1, 2010.
- (8) As of the date of this report, 500 options are exercisable and the remaining 1,500 options become exercisable in three equal installments on January 12, 2009, January 12, 2010 and January 12, 2011.

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Remarks:

The reporting person was appointed as Corporate Secretary, Principal Accounting Officer and Principal

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.