

Edgar Filing: GENTA INC DE/ - Form 4

GENTA INC DE/  
Form 4  
February 18, 2003

-----  
OMB APPROVAL  
-----

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
Hours per response 0.5  
-----

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

-----  
1. Name and Address of Reporting Person\*

Groopman

Jerome

(Last)

(First)

(Middle)

c/o Genta Inc.  
Two Connell Drive

(Street)

Berkeley Heights

NJ

07922

(City)

(State)

(Zip)

-----  
2. Issuer Name and Ticker or Trading Symbol

Genta Incorporated (Nasdaq: GNTA)

-----  
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

-----  
4. Statement for Month/Day/Year

February 13, 2003

-----  
5. If Amendment, Date of Original (Month/Day/Year)

-----  
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

**Edgar Filing: GENTA INC DE/ - Form 4**

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

7. Individual or Joint/Group Filing (Check Applicable Line)

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

(Over)

=====  
 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) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) or (D)	5. Amount Sec Ben Own Rep Tra (In and
---------------------------------------	---------------------------------------------------	--------------------------------------------------------------------	------------------------------------------------------------	---------------------------------------------------------------------------------------------------------	---------------------------------------------------------------

Common Stock, par value \$.001

(Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

**Edgar Filing: GENTA INC DE/ - Form 4**

(e.g., puts, calls, warrants, options, convertible securities)

=====

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Title Shares	8 P D o a S i ( 5
--------------------------------------------------------	-------------------------------------------------------------------------------------------------	------------------------------------------------------------	--------------------------------------------------------------------------------	--------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------

Options to acquire Common Stock (1)	\$10.84	11/26/02		A		11/26/03 11/26/12	Common Stock, par value \$.001	24,000
-------------------------------------------	---------	----------	--	---	--	-------------------	--------------------------------------------	--------

Options to acquire Common Stock (2)	\$6.86	2/13/03		A		2/13/03 2/13/13	Common Stock, par value \$.001	20,000
-------------------------------------------	--------	---------	--	---	--	-----------------	--------------------------------------------	--------

**Explanation of Responses:**

- (1) These options were granted upon election as a Director of Genta Incorporated. These options vest equally over the next three (3) years.
- (2) These options were granted for attending scheduled Board Meeting. These options vest immediately upon grant.

/s/ Jerome Groopman  
-----  
\*\*Signature of Reporting Person

February 14, 2003  
-----  
Date

## Edgar Filing: GENTA INC DE/ - Form 4

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Page 2