

ZIOPHARM ONCOLOGY INC

Form 4/A

April 27, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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)  
**197 EIGHTH STREET, SUITE 300**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/13/2005**

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

**CHARLESTOWN, MA 02129**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**09/15/2005**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(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 Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value			Code	V Amount (D) Price	0	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  
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.7	09/13/2005		J <sup>(1)</sup>		150,668		<sup>(2)</sup>	07/01/2014	Common Stock	150,668
Stock Option (right to buy)	\$ 4.31 <sup>(4)</sup>	09/13/2005		J <sup>(1)</sup>		63,197		<sup>(3)</sup>	06/08/2015	Common Stock	63,197
Stock Option (right to buy)	\$ 4.31 <sup>(4)</sup>	09/13/2005		J <sup>(5)</sup>		27,417		<sup>(6)</sup>	09/13/2015	Common Stock	27,417

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGLEY RICHARD E 197 EIGHTH STREET, SUITE 300 CHARLESTOWN, MA 02129	X		President, COO & Treasurer	

## Signatures

/s/ Richard E.  
Bagley

04/26/2006

          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) Received in exchange for options to acquire shares of common stock of ZIOPHARM, Inc. in connection with a merger transaction involving ZIOPHARM, Inc. with ZIOPHARM Oncology, Inc. (f/k/a EasyWeb, Inc.) (the "Merger").
- (2) 50,223 shares vest on each of 7/1/05 and 7/1/06; 50,222 shares vest on 7/1/07.
- (3) 21,066 shares vest on each of 7/1/05 and 7/1/06; 21,065 shares vest on 7/1/07.
- (4) Amendment filed to correct option exercise price mistated in previously filed Form.

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(5) Received pursuant to anti-dilution rights triggered upon the Merger.

(6) 9,139 shares vest on each of 9/13/05, 7/1/06 and 7/1/07.

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

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