

WARRELL RAYMOND P JR
 Form 4
 January 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
WARRELL RAYMOND P JR

(Last) (First) (Middle)

C/O GENTA
 INCORPORATED, 200 CONNELL
 DRIVE

(Street)

BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENTA INC DE/ [GNTA]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/31/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & Chief Exec Officer

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

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	12/31/2010		C	V Amount \$ 688,762 (A) or (D) A	Price 0.0396 \$ 558,486,989 (1)	D	
Common Stock	12/31/2010		S	699,422 D	\$ 0.0294 557,787,567	D	
Common Stock	01/03/2011		C	2,215,946 A	\$ 0.0032 557,787,567	D	
Common Stock	01/03/2011		S	2,215,946 D	\$ 0.019 555,571,620	D	
Common Stock					4,829,644 (2)	I	By Spouse

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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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
15% Senior Convertible Promissory Note due September 4, 2011	\$ 0.0396	12/31/2010		C	\$ 27,275	10/07/2008	09/04/2011	Common Stock	68
15% Senior Convertible Promissory Note due September 4, 2011	\$ 0.0032	01/03/2011		C	\$ 7,091.03	10/07/2008	09/04/2011	Common Stock	2,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRELL RAYMOND P JR C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X		Chairman & Chief Exec Officer	

Signatures

/s/ Raymond P. Warrell, Jr. 01/04/2011

**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).

Includes 699,422 shares of common stock held in a joint account with Dr. Warrell's spouse, Dr. Itri, 768,817 shares of common stock issuable upon the vesting of currently outstanding restricted stock units, 553,986,250 shares of common stock issuable upon the

(1) conversion of Senior Unsecured Convertible Promissory Notes due September 4, 2011, as amended, (the Notes) at the conversion price of \$0.0032 that went into effect on January 1, 2011 and 3,032,500 shares of common stock issuable upon the conversion of Notes held by Dr. Warrell's IRA.

(2) Includes 280,894 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr. Itri and 4,548,750 shares of common stock issuable upon the conversion of Notes held in Dr. Itri's IRA.

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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