GRANT STEFAN C
Form 3
December 27, 2002

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response	0.5

FORM 3

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

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)

1. Name and Address of Reporting Person*

Grant	Stefan	C.
(Last)	(First)	(Middle)

C/o Genta Inc.
Two Connell Drive
(Street)

Berkeley Height	NJ	07922
(City)	(State)	(Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

Nov. 26, 2002

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

4. Issuer Name and Ticker or Trading Symbol

Genta Incorporated (Nasdaq: GNTA)

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

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

Corporate Counsel

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

Dec. 16, 2002

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

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

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. Natu (Ins
Common Stock, par value $.001	100	D	

(Over)

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

2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conver sion o
		Amount	

1. Title of Derivative Security (Instr. 4)	Date Exer-cisable	Expira-tion Date	Title	or Number of Shares	Exerci Price Deriva Securi
Options to acquire Common Stock (1)	4/26/03	4/26/12	Common Stock, par value $.001	60,000	$11.72

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

Explanation of Responses:

(1) These options were granted upon employment with Genta Incorporated. These options vest equally over the next four (4) years.

* 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).

/s/ Stefan C. Grant — December 27, 2002

**Signature of Reporting Person — Date

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