

WARRELL RAYMOND P JR  
 Form 4  
 March 25, 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)  
**03/22/2011**

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 Ownership (Instr. 4)
Common Stock	03/22/2011		S	425,000 D	\$ 0.0352 228,309,939 (1)	D	
Common Stock	03/23/2011		S	425,000 D	\$ 0.0312 227,884,939	D	
Common Stock	03/24/2011		S	462,000 D	\$ 0.034 227,422,939	D	
Common Stock	03/25/2011		S	300,472 D	\$ 0.032 227,122,467	D	
Common Stock					1,180,204 (2)	I	By spouse



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- Includes 52,622 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units held by Dr.
- (2) Itri, 1,025,070 shares of common stock issuable upon the conversion of Notes held by Dr. Itri's IRA and 102,512 shares of common stock issuable upon the exercise of December 2010 Warrants held by Dr. Itri's IRA

### **Remarks:**

This transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended. This

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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