#### ZIOPHARM ONCOLOGY INC

Form 4 May 05, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

[ZIOP]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ROSENWALD LINDSAY A MD

2. Issuer Name and Ticker or Trading Symbol

ZIOPHARM ONCOLOGY INC

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director Officer (give title below)

10% Owner Other (specify

787 SEVENTH AVENUE, 48TH

(Street)

**FLOOR** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

(Month/Day/Year)

05/03/2006

Form filed by More than One Reporting

NEW YORK, NY 10019

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common Stock

476,678 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A Disposed of (Instr. 3, 4, 5)	A) or f (D)	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 Number Shares
Warrants	\$ 4.75						05/31/2005	05/31/2012	Common Stock	221,01
Warrants	\$ 4.75						12/23/2004	12/23/2011	Common Stock	62,62
Common Stock	\$ 0.01						02/13/2006	(3)	Common Stock	563,29
Warrants	\$ 5.09	05/03/2006		<u>J(4)</u>	250,188		05/03/2006	05/03/2013	Common Stock	250,18

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
ROSENWALD LINDSAY A MD 787 SEVENTH AVENUE 48TH FLOOR NEW YORK, NY 10019		X					
Signatures							
/s/ Lindsay A. Rosenwald, M.D.	05/05/2						
**Signature of Reporting Person	Date						

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## **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) These Warrants are held by Paramount Biocapital Investments, LLC, of which Dr. Rosenwald is managing member. Dr. Rosenwald disclaims beneficial ownership of these Warrants, except to the extent of his pecuniary interest therein, if any.
- These Shares are held by certain individuals and with respect to which Dr. Rosenwald has certain call rights pursuant to pledge (2) agreements to secure certain obligations. Dr. Rosenwald disclaims beneficial ownership of these 563,296 pledged Shares, except to the extent of his pecuniary interest therein, if any.
- These call rights expire upon satisfaction of certain obligations of Dr. Rosenwald to a third party and may be extended indefinitely, although such obligations are currently contemplated to be satisfied (or not satisfied) by December 31, 2007.
- Paramount BioCapital, Inc. ("Paramount"), an NASD member broker dealer, acted as co-placement agent for the Issuer in a private placement of the Issuer's securities consummated on May 3, 2006. In connection with such activities, Paramount has designated to Dr.
- Rosenwald, among other compensation, warrants to purchase 250,188 shares of common stock, par value \$.001 per share, of the Issuer. Dr. Rosenwald is chairman, Chief Executive Officer and sole stockholder of Paramount.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.