

MCINERNEY TIMOTHY
Form 4
April 02, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCINERNEY TIMOTHY

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2010

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

ONE COVENTRY LANE

(Street)

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

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

HOPEWELL, NJ 08525

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$.001 par value | 03/31/2010 | | A ⁽¹⁾ | | 15,000 | A | \$ 0 |
| | | | | | 230,705 | D | ⁽²⁾ |

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

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SEC 1474 (9-02)

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. 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 |
| Warrants to Purchase Common Stock | \$ 4.75 | | | | | | | 09/13/2005 | 05/31/2012 | Common Stock, \$0.001 par value | 20,767 |
| Director Stock Option (right to buy) | \$ 4.31 | | | | | | | 07/20/2007 | 07/20/2015 | Common Stock, \$0.001 par value | 15,029 |
| Director Stock Option (right to buy) | \$ 5.01 | | | | | | | 04/26/2006 | 04/26/2016 | Common Stock | 15,000 |
| Warrants to Purchase Common Stock | \$ 5.09 | | | | | | | 05/03/2006 | 05/03/2013 | Common Stock, \$0.001 par value | 80,737 |
| Director Stock Option (right to buy) | \$ 6.49 | | | | | | | 12/13/2009 | 12/13/2016 | Common Stock | 15,000 |
| Warrant | \$ 5.75 | | | | | | | 02/23/2007 | 02/23/2012 | Common Stock | 35,739 |
| Stock Option (right to buy) | \$ 4.85 | | | | | | | <u>(3)</u> | 06/18/2017 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 2.73 | | | | | | | <u>(4)</u> | 12/12/2017 | Common Stock | 20,000 |
| | \$ 0.7 | | | | | | | <u>(5)</u> | 05/13/2019 | | 15,000 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Quantity | Restrictions | Common Stock | Common Stock, \$.001 par value |
|-----------------------------------|----------------|------------|-----------------------|----------|--------------|---------------------------------|---------------------------------|
| Stock Option (right to buy) | | | | | | Common Stock | |
| Warrants to purchase common stock | \$ 2.04 | | 09/15/2009 09/15/2014 | | | Common Stock, \$.001 par value | 50,000 |
| Warrants to purchase common stock | \$ 2.04 | | 09/15/2009 09/15/2014 | | | Common Stock | 40,298 |
| Warrants to Purchase Common Stock | \$ 4.02 | | 12/09/2009 12/09/2014 | | | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 2.85 | | <u>(6)</u> 12/31/2019 | | | Common Stock, \$.001 par value | 7,500 |
| Stock Option (right to buy) | \$ 5.09 | 03/31/2010 | | 15,000 | A | Common Stock, \$.001 par value | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCINERNEY TIMOTHY ONE COVENTRY LANE HOPEWELL, NJ 08525 | | X | | |

Signatures

/s/ Richard E. Bagley as attorney-in-fact for Timothy McInerney 04/01/2010

__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) Grant of restricted stock; restrictions lapse on the anniversary of the date of grant.

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- (2) In addition to the current grant, includes a prior grant of restricted stock with restrictions that will lapse as to 3,750 shares on each of December 31, 2010 and December 31, 2011.
- (3) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
- (4) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
- (5) 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
- (6) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.

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.