

Onconova Therapeutics, Inc.
Form 4
August 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
Reddy E Premkumar

2. Issuer Name and Ticker or Trading Symbol
Onconova Therapeutics, Inc.
[ONTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2013

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

C/O ONCONOVA
THERAPEUTICS, INC., 375
PHEASANT RUN

(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

NEWTOWN, PA 18940

(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	(A) or (D)			
Common Stock	07/30/2013		C		13,923	A	(1)	1,201,548	D
Common Stock	07/30/2013		C		19,569	A	(2)	1,221,117	D
Common Stock	07/30/2013		C		737	A	(3)	1,221,854	D
Common Stock	07/30/2013		C		16,573	A	(4)	1,238,427	D
	07/30/2013		C		3,842	A	(5)	1,242,269	D

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Common Stock								
Common Stock	07/30/2013		C	7,708	A	(6)	1,249,977	D
Common Stock	07/30/2013		C	1,225	A	(7)	1,251,202	D
Common Stock	07/30/2013		C	766	A	(8)	1,251,968	D
Common Stock	07/30/2013		C	750	A	(9)	1,252,718	D
Common Stock	07/30/2013		P	20,000	A	\$ 15	1,272,718	D

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

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(9-02)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	07/30/2013		C	17,333	(1)	(1)	Common Stock	13,923
Series B Convertible Preferred Stock	(2)	07/30/2013		C	23,187	(2)	(2)	Common Stock	19,569
Series C Convertible Preferred Stock	(3)	07/30/2013		C	983	(3)	(3)	Common Stock	737
	(4)	07/30/2013		C	22,093	(4)	(4)		16,573

Series D Convertible Preferred Stock								Common Stock	
Series E Convertible Preferred Stock	(5)	07/30/2013	C	5,124	(5)	(5)	Common Stock	3,842	
Series F Convertible Preferred Stock	(6)	07/30/2013	C	10,000	(6)	(6)	Common Stock	7,708	
Series G Convertible Preferred Stock	(7)	07/30/2013	C	1,634	(7)	(7)	Common Stock	1,225	
Series H Convertible Preferred Stock	(8)	07/30/2013	C	1,022	(8)	(8)	Common Stock	766	
Series I Convertible Preferred Stock	(9)	07/30/2013	C	1,001	(9)	(9)	Common Stock	750	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reddy E Premkumar C/O ONCONOVA THERAPEUTICS, INC. 375 PHEASANT RUN NEWTOWN, PA 18940	X			

Signatures

/s/ Ajay Bansal, as attorney
in fact

07/30/2013

__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) The Series A Convertible Preferred Stock converted into Common Stock on a 0.80-for-1 basis and had no expiration date.
- (2) The Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- (3) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.

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- (4) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (5) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (6) The Series F Convertible Preferred Stock converted into Common Stock on a 0.77-for-1 basis and had no expiration date.
- (7) The Series G Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series H Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (9) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.

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.