

BAGLEY RICHARD E
Form 4
January 04, 2011

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 *
BAGLEY RICHARD E

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)
12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO & Treasurer

ONE FIRST AVE, BUILDING
34, NAVY YARD PLAZA

(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

BOSTON, MA 02129

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, \$.001 par value | 12/31/2010 | | F ⁽¹⁰⁾ | 7,908 | D | \$ 4.77 | 153,767 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: BAGLEY RICHARD E - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (right to buy) | \$ 1.7 | | | | | (1) 07/01/2014 | Common Stock 150,660 |
| Stock Option (right to buy) | \$ 4.31 | | | | | (2) 06/08/2015 | Common Stock 63,197 |
| Stock Option (right to buy) | \$ 4.31 | | | | | (3) 09/13/2015 | Common Stock 27,417 |
| Stock Option (right to buy) | \$ 5.01 | | | | | 04/26/2006 04/26/2016 | Common Stock 54,873 |
| Stock Option (right to buy) | \$ 5.01 | | | | | (4) 04/26/2016 | Common Stock 40,000 |
| Stock Option (right to buy) | \$ 6.49 | | | | | (5) 12/13/2016 | Common Stock 20,000 |
| Stock Option (right to buy) | \$ 4.85 | | | | | (6) 06/18/2017 | Common Stock 25,000 |
| Stock Option (right to buy) | \$ 2.73 | | | | | (7) 12/12/2017 | Common Stock 75,000 |
| Stock Option (right to buy) | \$ 2.14 | | | | | (8) 06/25/2018 | Common Stock 60,000 |

buy)

| | | | | | | | | |
|-----------------------------|---------|------------|---|---------|------|------------|--------------|---------|
| Stock Option (right to buy) | \$ 0.7 | | | | (9) | 05/13/2019 | Common Stock | 100,000 |
| Stock Option (right to buy) | \$ 2.85 | | | | (11) | 12/31/2019 | Common Stock | 50,000 |
| Stock Option (right to buy) | \$ 4.77 | 12/31/2010 | A | 100,000 | (12) | 12/31/2020 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAGLEY RICHARD E ONE FIRST AVE, BUILDING 34 NAVY YARD PLAZA BOSTON, MA 02129 | X | | President, COO & Treasurer | |

Signatures

/s/ Richard E. Bagley 01/03/2011

**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) 50,223 shares vest on each of 7/1/05 and 7/1/06; 50,222 shares vest on 7/1/07.
- (2) 21,066 shares vest on each of 7/1/05 and 7/1/06; 21,065 shares vest on 7/1/07.
- (3) 9,139 shares vest on each of 9/13/05, 7/1/06 and 7/1/07.
- (4) 20,000 shares vest immediately; the remainder vest on 12/14/06.
- (5) 6,667 shares vest on each of 12/13/07 and 12/13/08; 6,666 shares vest on 12/13/09.
- (6) 8,334 shares vest on 6/18/08; 8,333 shares vest on each of 6/18/09 and 6/18/10.
- (7) 25,000 shares vest on each of 12/12/08, 12/12/09 and 12/12/10.
- (8) 20,000 shares vest on each of 6/25/2009, 6/25/2010 and 6/25/2011.
- (9) 25,000 shares vest immediately; 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- (10) Disposition represents shares forfeited to satisfy withholding tax obligations upon the vesting of a restricted stock grant.
- (11) 16,667 shares vest on each of 12/31/2010 and 12/31/2011 and 16,666 shares vest on 12/31/2012.

Edgar Filing: BAGLEY RICHARD E - Form 4

(12) 33,334 shares vest on 12/31/2011 and 33,333 shares vest on each of 12/31/2012 and 12/31/2013.

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.