

ZIOPHARM ONCOLOGY INC  
 Form 4  
 April 28, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)  
**197 EIGHTH STREET, SUITE 300**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/26/2006**

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

**CHARLESTOWN, MA 02129**

(City) (State) (Zip)

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

**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)
Common Stock, \$.001 par value				(A) or (D) Price	0	D	

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

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**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 or Number of Shares
Stock Option (right to buy)	\$ 1.7					(1)	07/01/2014	Common Stock	150,668
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		A	54,873	04/26/2006	04/26/2016	Common Stock	54,873
Stock Option (right to buy)	\$ 5.01	04/26/2006		A	40,000	(4)	04/26/2016	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGLEY RICHARD E 197 EIGHTH STREET, SUITE 300 CHARLESTOWN, MA 02129	X		President, COO & Treasurer	

## Signatures

/s/ Richard E. Bagley  
04/26/2006

\*\*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.

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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