

LEWIS JONATHAN
Form 4
September 24, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS JONATHAN

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)

1180 AVENUE OF THE
AMERICAS, 19TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2009

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

NEW YORK, NY 10036

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value					450	I	By Children (5)
Common Stock, \$.001 par value	09/23/2009		A ⁽⁶⁾		300,000	A	\$ 0 555,000 D

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)

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)		8. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.08							01/08/2007	01/08/2014	Common Stock	25,674
Stock Option (right to buy)	\$ 0.08							01/27/2007	01/27/2014	Common Stock	242,979
Stock Option (right to buy)	\$ 4.31							01/27/2007	06/08/2015	Common Stock	87,789
Stock Option (right to buy)	\$ 4.31							01/27/2007	09/13/2015	Common Stock	54,161
Stock Option (right to buy)	\$ 5.01							04/26/2006	04/26/2016	Common Stock	139,315
Stock Option (right to buy)	\$ 5.01							04/26/2006	04/26/2016	Common Stock	75,000
Stock Option (right to	\$ 6.49							<u>(1)</u>	12/13/2016	Common Stock	30,000

buy)

Stock Option (right to buy)	\$ 4.85	(2)	06/18/2017	Common Stock	35,000
Stock Option (right to buy)	\$ 2.73	(3)	12/12/2017	Common Stock	100,000
Stock Option (right to buy)	\$ 0.7	(4)	05/13/2019	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS JONATHAN 1180 AVENUE OF THE AMERICAS, 19TH FLOOR NEW YORK, NY 10036	X		CEO	

Signatures

/s/ Jonathan
Lewis

09/24/2009

__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) 10,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.
- (2) 11,667 shares vest on each of 6/18/08 and 6/18/09; 11,666 shares vest on 6/18/10.
- (3) 33,334 shares vest on 12/12/08; 33,333 shares vest on each of 12/12/09 and 12/12/10.
- (4) 25,000 shares vest immediately, 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- (5) By the Reporting Person as custodian for his minor children under the Connecticut Uniform Gifts to Minors Act.
- (6) Grant of restricted stock; restrictions lapse on 9/23/2010.

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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