

Fowler Wyche
Form 4
January 05, 2010

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 *
Fowler Wyche

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)
701 A STREET NE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2009

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

WASHINGTON, DC 20002

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

(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)	Price
Common Stock, \$.001 par value	12/31/2009		A ⁽⁶⁾		7,500	A	\$ 0 52,500
						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
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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)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 4.31							<u>(1)</u>	12/22/2014	Common Stock, \$.001 par value	15,029
Director Stock Option (riht to buy)	\$ 5.01							04/26/2006	04/26/2016	Common Stock	15,000
Director Stock Option (right to buy)	\$ 6.49							<u>(2)</u>	12/13/2016	Common Stock	15,000
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
Stock Option (right to buy)	\$ 0.7							<u>(5)</u>	05/13/2019	Common Stock	15,000
Stock Option (right to buy)	\$ 2.85	12/31/2009		A	7,500			<u>(7)</u>	12/31/2019	Common Stock, \$.001 par value	7,500

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

Fowler Wyche
701 A STREET NE
WASHINGTON, DC 20002

X

Signatures

/s/ Wyche
Fowler

01/05/2010

__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) 7,515 shares vest on 12/22/05 and 7,514 shares vest on 12/22/06.
- (2) 5,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.
- (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) Grant of restricted stock; restrictions lapse in 2 equal annual installments beginning on the first anniversary of the date of grant.
- (7) 3,750 shares vest on each of 12/31/2011 and 12/31/2012.

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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