CANNON JAMES ANTHONY
Form 4
April 01, 2010

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 *
CANNON JAMES ANTHONY

(Last) (First) (Middle)

BBDO, 1285 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ZIOPHARM ONCOLOGY INC [ZIOP]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/31/2010		A(1)		15,000	A	$ 0	242,500 (2)	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
Director Stock Option (right to buy)	$ 4.31							12/22/2006	12/22/2014	Common Stock, $.001 par value	15,029
Director Stock Option (right to buy)	$ 5.01							04/26/2006	04/26/2016	Common Stock	15,000
Director Stock Option (right to buy)	$ 6.49							12/13/2009	12/13/2016	Common Stock	15,000
Director Stock Option (right to buy)	$ 4.85							(3)	06/18/2017	Common Stock	15,000
Stock Option (right to buy)	$ 2.73							(4)	12/12/2017	Common Stock	20,000
Stock Option (right to buy)	$ 0.7							(5)	05/13/2019	Common Stock	15,000
Warrants to Purchase common stock	$ 4.02							12/09/2009	12/09/2014	Common Stock	87,500
	$ 2.85							(6)	12/31/2019		7,500

Stock Option (right to buy)								Common Stock, $.001 par value	
Stock Option (right to buy)	$ 5.09	03/31/2010		A	15,000	03/31/2011	03/31/2020	Common Stock, $.001 par value	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANNON JAMES ANTHONY BBDO 1285 AVENUE OF THE AMERICAS NEW YORK, NY 10019	X			

Signatures

/s/ James A. Cannon	04/01/2010
**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) Grant of restricted stock; restrictions lapse on the anniversary of the date of grant.

(2) In addition to the current grant, includes a prior grant of restricted stock with restrictions that will lapse as to 3,750 shares on each of December 31, 2010 and December 31, 2011.

(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) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.

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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