

Fowler Wyche  
Form 4  
January 04, 2011

**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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2010

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

701 A STREET NE  
(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

WASHINGTON, DC 20002

(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)	Amount		
			Code	V	Amount	(D)	Price
Common Stock, \$.001 par value					67,500 <sup>(1)</sup>	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)**

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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)
				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 (riht to buy)	\$ 5.01					04/26/2006 04/26/2016	Common Stock 15,000
Director Stock Option (right to buy)	\$ 6.49					12/13/2006 12/13/2016	Common Stock 15,000
Stock Option (right to buy)	\$ 4.85					(2) 06/18/2017	Common Stock 15,000
Stock Option (right to buy)	\$ 2.73					(3) 12/12/2017	Common Stock 20,000
Stock Option (right to buy)	\$ 0.7					(4) 05/13/2019	Common Stock 15,000
Stock Option (right to buy)	\$ 2.85					(5) 12/31/2019	Common Stock, \$ .001 par value 7,500
Stock Option (right to buy)	\$ 5.09					03/31/2011 03/31/2020	Common Stock, \$ .001 par value 15,000
	\$ 4.77	12/31/2010		A	30,000	(6) 12/31/2020	30,000

Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fowler Wyche 701 A STREET NE WASHINGTON, DC 20002		X		

## Signatures

/s/ Wyche  
Fowler

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) Includes grants of restricted stock with restrictions that lapsed as to 3,750 shares on December 31, 2010 and restrictions that will lapse as to 15,000 shares on March 31, 2011 and as to 3,750 shares on December 31, 2011.
- (2) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
- (3) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
- (4) 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
- (5) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.
- (6) 10,000 shares vest on each of 12/31/2011, 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.

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