

Barber Jack R
Form 4
July 06, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Barber Jack R

(Last) (First) (Middle)

11726 SAN VICENTE BLVD., #653

(Street)

LOS ANGELES, CA 90049

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CYTRX CORP [CYTR]

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

07/01/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Scientific Officer

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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Nun Sha
			Code	V	(A)	(D)				
Stock Option (right to buy)	\$ 1.38	07/01/2009	D ⁽¹⁾			100,000	⁽¹⁾	06/15/2016	Common Stock	10
Stock Option (right to buy)	\$ 1.15	07/01/2009	A ⁽¹⁾		100,000		⁽¹⁾	06/15/2016	Common Stock	10
Stock Option (right to buy)	\$ 4.51	07/01/2009	D ⁽²⁾			200,000	⁽²⁾	04/17/2017	Common Stock	20
Stock Option (right to buy)	\$ 1.15	07/01/2009	A ⁽²⁾		200,000		⁽²⁾	04/17/2017	Common Stock	20
Stock Option (right to buy)	\$ 1.21	07/01/2009	D ⁽³⁾			100,000	⁽³⁾	04/06/2018	Common Stock	10
Stock Option (right to buy)	\$ 1.15	07/01/2009	A ⁽³⁾		100,000		⁽³⁾	04/06/2018	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barber Jack R 11726 SAN VICENTE BLVD., #653 LOS ANGELES, CA 90049			Chief Scientific Officer	

Signatures

/s/ Jack R.
Barber

07/02/2009

**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) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 16, 2006 and provided for equal monthly vesting over three years beginning July 16, 2006. The replacement option provides vesting in full on December 31, 2009, provided Reporting Person remains in continuous employ of Issuer.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 18, 2007 and provided for equal monthly vesting over three years beginning May 28, 2007. The replacement option provides vesting as to twenty-six months of the option on December 31, 2009, and the remaining shares to vest monthly for ten months beginning January 28, 2010, provided Reporting Person remains in continuous employ of Issuer.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 7, 2008 and provided for equal monthly vesting over three years beginning May 7, 2008. The replacement option provides vesting of fourteen months of the option on December 31, 2009 and the remaining shares to vest monthly for twenty-two months beginning January 7, 2010, provided Reporting Person remains in continuous employ of Issuer.

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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