#### GENTA INCORPORATED /DE/

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			OMB APPROVAL		
		OMB Numbe Expires: Estimated hours per	January 31, 200 d average burden r response0		
UNITE		S AND EXCHANGE COMMI	ISSION		
	FOF	RM 4			
STA	TEMENT OF CHANGES I	IN BENEFICIAL OWNERS	SHIP		
Section 17(a)	of the Public Utili	the Securities Exchaity Holding Company estment Company Act	Act of 1935 or		
_  Check this box is	f no longer subject	t to Section 16. For	rm 4 or Form 5		
(Print or Type Respons		ruction 1(b).			
	ses) ========	ruction 1(b).			
(Print or Type Response 1. Name and Address of Warrell, Jr.	ses) ======== f Reporting Person* Raymond	ruction 1(b).			
(Print or Type Responses	ses) ======== f Reporting Person* Raymond	ruction 1(b).			
(Print or Type Response	ses)  The reporting Person*  Raymond  (First)  ated,	P. (Middle)			
(Print or Type Response	ses)  The reporting Person's Raymond (First)  ated,	P.			
(Print or Type Response	ses)  f Reporting Person*  Raymond  (First)  ated,  NJ	P.  (Middle)			
(Print or Type Response	ses)  f Reporting Person*  Raymond  (First)  ated,  NJ	P.  (Middle)			
(Print or Type Response	ses)  f Reporting Person*  Raymond  (First)  ated,  (Str	P.  (Middle)  reet)  07922  (Zip)			

5. If Amendment, Date of Original (Month/Day/Year)

4. Statement for Month/Day/Year

September 24, 2002

\_\_\_\_\_\_

6. Relationship of Reporting Person(s) to Issuer

Lagari	ming. GENTIA	100111 011/11					
(Check all applicable	)	1 1	10% Owner				
X  Director  X  Officer (give t	itle below)	. — .	Other (speci	fy below)			
	Chief Executi						
7. Individual or Joint/G					==		
X  Form filed by On  _  Form filed by Mo			on				
Table I No	n-Derivative S				==		
		Execution Date, if		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)			
1. Title of Security			(Instr. 8)		(A) or	(A)	
(Instr. 3)	(mm/dd/yy)	(mm/dd/yy)		Amount		Price	
Common Stock, par value \$.001				4,000	A	\$6.44	
Common Stock, par value \$.001							

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\_\_\_\_\_\_

\* If the Form is filed by more than one Reporting Person, see Instruction  $5\left(b\right)\left(v\right)$  .

#### FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

\_\_\_\_\_

1.	2. Conversion or Exercise Price	3. Trans-	Deemed Execut-	4. Trans- action Code	5. Number Derivat Securit Acquire or Disp of (D)	ive ies ed (A)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira-		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Deriv-		Date if	(Instr.	(Instr.	3,				or
Security	Secur-	(mm/dd/	(mm/dd/				Exer-	tion		of
(Instr. 3)	ıty 	УА)	УУ)	Code V 	(A)	(D) 	cisable 	Date 	Title	Shares
		======						======		

#### Explanation of Responses:

- (1) Does not include 1,000 shares held by the Reporting Person's spouse's individual retirement account or 5,995 shares held by Reporting Person's spouse issued as a hiring bonus.
- (2) Held by the Reporting Person's individual retirement account.
- (3) Shares issued to Relgen LLC, a privately held corporation, of which the Reporting Person is the majority stockholder.

/s/ Raymond P. Warrell, Jr.

September 24, 2002

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* *	Signature o	f Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the Form is filed by more than one Reporting Person, see Instruction  $4\,(b)\,(v)$  .
- $^{\star\star}$  Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure

Page 2