

Edgar Filing: GENTA INCORPORATED /DE/ - Form 4

GENTA INCORPORATED /DE/  
 Form 4  
 May 10, 2002

-----  
 FORM 4  
 -----

U.S. SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK BOX IF NO  
 LONGER SUBJECT TO  
 SECTION 16. FORM 4  
 OR FORM 5 OBLIGATIONS  
 MAY CONTINUE. SEE  
 INSTRUCTION 1(b).

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(f) of the Investment Company  
 Act of 1940

|  |         |          |   |                  |
|--|---------|----------|---|------------------|
| 1. Name and Address of Reporting Person* |         |          | 2. Issuer Name and Ticker or Trading Symbol | 6. R             |
| Watson                                   | Douglas | G.       | Genta Incorporated (Nasdaq: GNTA)           | I                |
| (Last)                                   | (First) | (Middle) |   |                  |
| c/o Genta Incorporated                   |         |          | 3. IRS Identification                       | 4. Statement for |
| Two Connell Drive                        |         |          | Number of Reporting                         | Month/Year       |
|  |         |          | Person, if an Entity                        | April 2002       |
|  |         |          | (Voluntary)                                 |                  |
| (Street)                                 |         |          |   | 5. If Amendment, |
| Berkeley Heights                         | NJ      | 07922    |   | Date of Original |
| (City)                                   | (State) | (Zip)    |   | (Month/Year)     |
|  |         |          |   | 7. I             |
|  |         |          |   | (                |

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

| 1. Title of Security<br>(Instr. 3) | 2. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3. Transac-<br>tion<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount o<br>curities<br>cially O<br>End of M<br>(Instr. |
|------------------------------------|---|---|---|--|
|                                    |   | Code V                                    | Amount (A) or Price (D)   |  |

Common Stock, par value \$.001

Edgar Filing: GENTA INCORPORATED /DE/ - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the Reporting Person.  
 \*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(Print or Type Response)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NAMED UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.  
 SEC1474 (3-99)

FORM 4 (CONTINUED) 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) | 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. Date of Exercise (Month/Day/Year) |
|--|--|--------------------------------------|--------------------------------|---|--|--------------------------------------|
| Options to acquire Common Stock            | \$13.72  | 4/10/02                              | A                              | (A) (D)   | 4/10/03 4/10/12  |                                      |

| 1. Title of Derivative Security (Instr. 3) | 9. Number of Derivative Securities | 10. Ownership Form of Derivative | 11. Nature of Indirect Beneficial |
|--|------------------------------------|----------------------------------|-----------------------------------|
|--|------------------------------------|----------------------------------|-----------------------------------|

Edgar Filing: GENTA INCORPORATED /DE/ - Form 4

Beneficially  
Owned at End  
of Month  
(Instr. 4)

Security:  
Direct (D)  
or Indirect (I)  
(Instr. 4)

Ownership  
(Instr. 4)

-----  
24,000  
-----

-----  
D  
-----

-----  
Explanation of Responses:

(1) These options were granted upon election as a Director of Genta Incorporated. These options vest equally over the next three (3) years.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). -----

\*\*Si

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

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE  
REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB NUMBER.