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FORM	15								OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB Number:	3235-0362			
no longer subject to Section 16. Form 4 or Form 5 obligations ANNUAL STATEME OWNER				shington, D	.C. 20549	•			Expires:	January 31, 2005		
				ENT OF CHANGES IN BENEFI RSHIP OF SECURITIES				FICIAL	Estimated average burden hours per			
may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported												
Youssoufian Hagop Symbol				ı				5. Relationship of Reporting Person(s) to Issuer				
ZIOPHA [ZIOP]				IARM ONCOLOGY INC]				(Check all applicable)				
				1.				Director 10% Owner Sofficer (give title Other (specify below) below)				
C/O ZIOPHARM ONCOLOGY, INC.,, ONE FIRST AVENUE, BLDG. 34												
				nendment, Date Original 6 onth/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
BOSTON,Â	MA 02129						_	X_ Form Filed by O Form Filed by Merson				
(City)	(State)	(Zip)	Tabl	e I - Non-Der	ivative Sec	urities	s Acquir	red, Disposed of	, or Beneficial	ly 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)			Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)			
Common Stock	07/11/2012	Â		F5 <u>(1)</u>	15,740	D	\$ 6.06	99,640	D	Â		
securities beneficially owned directly or indirectly.				contained i	rsons who respond to the collection of information ntained in this form are not required to respond unless form displays a currently valid OMB control number. SEC 2270 (9-02)							

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
							Expiration	Title	Number	
							Date		of	
					(A) (D)				Shares	

of D

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				
Youssoufian Hagop C/O ZIOPHARM ONCOLOGY, INC., ONE FIRST AVENUE, BLDG. 34 BOSTON Â MA Â 02129	Â	Â	President of R&D and CMO	Â				

Signatures

/s/ Jonathan Lewis, Attorney-In-Fact 01/03/2012

**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) Disposition represents shares withheld to satisfy withholding tax obligations upon the vesting of a restricted stock grant.

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 not required to respond unless the form displays a currently valid OMB number.

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