### Edgar Filing: ITRI LORETTTA M - Form 4

Form 4	ITTA M											
December 1	8, 2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							MMISSION	OMB APPROVAL				
W						, D.C. 2054	OMB Number:	3235-0287				
Check this box if no longer STATEMENT OF CHANCE					TNT	DENIEFIO		Expires:	January 31, 2005			
subject to Section 16. Form 4 or				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934,						Estimated average burden hours per response 0		
obligatio may cor <i>See</i> Inst 1(b).	ons Section 17(	a) of the I	Public U	tility I	Hol		any A	ct of 1	935 or Section	I		
(Print or Type	Responses)											
ITRI LORETTTA M Symbo			Symbol	Ic					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (A	Middle)	3. Date of Earliest Transaction (Chec					(Check	ck all applicable)			
C/O GENT INCORPO DRIVE	'A RATED, 200 CO	NNELL	(Month/I 12/15/2	Day/Yea					Director _X Officer (give t elow) Pro		Owner r (specify	
	(Street)		4. If Am Filed(Mo			ate Original r)		А	. Individual or Joi opplicable Line) X_Form filed by O	ne Reporting Per	rson	
BERKELE	Y HEIGHTS, NJ	07922						P	Form filed by Mo erson	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - No	on-l	Derivative Sec	curitie	s Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ecution Date, if			Code (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Stock	12/15/2009			S		1,875,348	D	\$ 0.08	10,975,071 (1)	D		
Common Stock	12/16/2009			S		1,101,529	D	\$ 0.08	9,873,542	D		
Common Stock	12/17/2009			S		137,347	D	\$ 0.11	9,736,195	D		
Common Stock									37,451,319 (2)	Ι	Spouse	

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)

1. Title of Derivative2.Derivative SecurityConversion or Exercise(Instr. 3)Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			(Instr. 3, 4, and 5)				Amount		
		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
ITRI LORETTTA M							
C/O GENTA INCORPORATED			Pres &				
200 CONNELL DRIVE			CMO				
BERKELEY HEIGHTS, NJ 07922							

## Signatures

/s/Loretta M. Itri	12/18/2009
<u>**Signature of</u>	Date

vested as of the reporting 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).

Includes 1,238,876 shares of common stock held in the reporting person's IRA, 1,096,844 shares of common stock held in joint accounts with the reporting person's spouse, Dr. Warrell, 125,637 shares of common stock underlying the Senior Secured Convertible Promissory Notes due June 9, 2010 (the "Notes") and 8,513,714 shares of common stock underlying restricted stock units that have not

(2) Includes 15,864,273 shares of common stock issuable upon the conversion of the Notes by Dr. Warrell and 21,587,046 shares of common stock underlying restricted stock units that have not vested as of the reporting date.

#### **Remarks:**

The sales reported on this Form 4 were undertaken to cover tax liabilities on ordinary income to the reporting person and his s

#### **Reporting Owners**

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Note: File three copies of this Form, one of which must be manually signed. If space 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.