

Fowler Wyche
Form 4
August 11, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fowler Wyche

2. Issuer Name and Ticker or Trading Symbol
ZIOPHARM ONCOLOGY INC
[ZIOP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2011

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

701 A STREET NE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WASHINGTON, DC 20002

(City) (State) (Zip)

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)
Common Stock, \$.001 par value	08/10/2011		P	5,000 A	\$ 5.1851 72,500 ⁽²⁾	D	
					⁽¹⁾		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: Fowler Wyche - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (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. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 4.31					12/22/2006	12/22/2014	Common Stock, \$,001 par value	15,029
Director Stock Option (riht to buy)	\$ 5.01					04/26/2006	04/26/2016	Common Stock	15,000
Director Stock Option (right to buy)	\$ 6.49					12/13/2006	12/13/2016	Common Stock	15,000
Stock Option (right to buy)	\$ 4.85					06/18/2010	06/18/2017	Common Stock	15,000
Stock Option (right to buy)	\$ 2.73					<u>(3)</u>	12/12/2017	Common Stock	20,000
Stock Option (right to buy)	\$ 0.7					<u>(4)</u>	05/13/2019	Common Stock	15,000
Stock Option (right to buy)	\$ 2.85					<u>(5)</u>	12/31/2019	Common Stock, \$,001 par value	7,500
Stock Option (right to	\$ 5.09					03/31/2011	03/31/2020	Common Stock, \$,001 par	15,000

buy)					value
Stock					
Option (right to buy)	\$ 4.77	(6)	12/31/2020	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fowler Wyche 701 A STREET NE WASHINGTON, DC 20002	X			

Signatures

/s/ Richard E. Bagley, as attorney-in-fact for Wyche Fowler	08/11/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.15 to \$5.20, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
 - (2) Includes grants of restricted stock with restrictions that lapsed as to 3,750 shares on December 31, 2010 and 15,000 shares on March 31, 2011 and restrictions that will lapse as to 3,750 shares on December 31, 2011.
 - (3) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
 - (4) 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
 - (5) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.
 - (6) 10,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

Remarks:

Exhibit 24.1 Power of Attorney

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.