ZIOPHARM ONCOLOGY INC

Form 4 January 04, 2012

FORM 4

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

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 *

BELBEL CAESAR J

(Last) (First)

(Middle)

C/O ZIOPHARM ONCOLOGY. INC.,, ONE FIRST AVE., BLDG. 34

(Street)

2. Issuer Name and Ticker or Trading

Symbol

ZIOPHARM ONCOLOGY INC [ZIOP]

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

12/30/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Director

X_ Officer (give title

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

D

Indirect (I)

(Instr. 4)

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, CLO, and Secretary

below)

BOSTON, MA 02129

(State)

12/30/2011

(City)

(Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported

Securities

Transaction(s) (Instr. 3 and 4)

Code V (D) Price Amount $A^{(1)}$ \$0 21,578 Α 21,578

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

(9-02)

Form: Direct Indirect

Other (specify

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			ate	7. Title and Amount of Underlying Securities	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

BELBEL CAESAR J C/O ZIOPHARM ONCOLOGY, INC., ONE FIRST AVE., BLDG. 34 BOSTON, MA 02129

EVP, CLO, and Secretary

Signatures

/s/ Caesar J. 01/04/2012 Belbel Date

**Signature of Reporting Person

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) 7,193 shares vest on each of 12/30/2012 and 12/30/2013; and 7,192 shares vest on 12/30/2014.

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.

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