

BAGLEY RICHARD E
 Form 4
 January 05, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
BAGLEY RICHARD E

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)
**ONE FIRST AVE, BUILDING
 34, NAVY YARD PLAZA**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO & Treasurer

BOSTON, MA 02129

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, \$.001 par value | 12/31/2009 | | A ⁽¹⁰⁾ | 50,000 | A | \$ 0 | 209,125 D |

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

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SEC 1474 (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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 1.7 | | | | | (1) | 07/01/2014 | Common Stock | 150,668 |
| Stock Option (right to buy) | \$ 4.31 | | | | | (2) | 06/08/2015 | Common Stock | 63,197 |
| Stock Option (right to buy) | \$ 4.31 | | | | | (3) | 09/13/2015 | Common Stock | 27,417 |
| Stock Option (right to buy) | \$ 5.01 | | | | | 04/26/2006 | 04/26/2016 | Common Stock | 54,873 |
| Stock Option (right to buy) | \$ 5.01 | | | | | (4) | 04/26/2016 | Common Stock | 40,000 |
| Stock Option (right to buy) | \$ 6.49 | | | | | (5) | 12/13/2016 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 4.85 | | | | | (6) | 06/18/2017 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 2.73 | | | | | (7) | 12/12/2017 | Common Stock | 75,000 |
| Stock Option | \$ 2.14 | | | | | (8) | 06/25/2018 | Common Stock | 60,000 |

(right to buy)

Stock Option (right to buy)

\$ 0.7

(9)

05/13/2019

Common Stock

100,000

Stock Option (right to buy)

\$ 2.85

12/31/2009

A

50,000

(11)

12/31/2019

Common Stock

50,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAGLEY RICHARD E ONE FIRST AVE, BUILDING 34 NAVY YARD PLAZA BOSTON, MA 02129 | X | | President, COO & Treasurer | |

Signatures

/s/ Richard E. Bagley

01/05/2010

**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) 50,223 shares vest on each of 7/1/05 and 7/1/06; 50,222 shares vest on 7/1/07.
- (2) 21,066 shares vest on each of 7/1/05 and 7/1/06; 21,065 shares vest on 7/1/07.
- (3) 9,139 shares vest on each of 9/13/05, 7/1/06 and 7/1/07.
- (4) 20,000 shares vest immediately; the remainder vest on 12/14/06.
- (5) 6,667 shares vest on each of 12/13/07 and 12/13/08; 6,666 shares vest on 12/13/09.
- (6) 8,334 shares vest on 6/18/08; 8,333 shares vest on each of 6/18/09 and 6/18/10.
- (7) 25,000 shares vest on each of 12/12/08, 12/12/09 and 12/12/10.
- (8) 20,000 shares vest on each of 6/25/2009, 6/25/2010 and 6/25/2011.
- (9) 25,000 shares vest immediately; 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- (10) Grant of restricted stock; restrictions lapse with respect to 16,667 shares on each of 12/31/2011 and 12/31/2012 and as to 16,666 shares on 12/31/2013.
- (11) 16,667 shares vest on each of 12/31/2011 and 12/31/2012 and 16,666 shares vest on 12/31/2013.

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.