

GENTA INCORPORATED /DE/
 Form 4
 June 07, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5
 obligation may continue. See Instruction 1(b).

(Print or Type Response)

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1. Name and Address of Reporting Person*

Klem	Robert	E.
-----	-----	-----
(Last)	(First)	(Middle)

c/o Genta Incorporated,
 Two Connell Drive

 (Street)

Berkeley Heights	NJ	07922
-----	-----	-----
(City)	(State)	(Zip)

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2. Issuer Name and Ticker or Trading Symbol

Genta Incorporated (Nasdaq: GNTA)

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3. I.R.S. Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

May 2002

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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

VP & Chief Technical Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date ----- (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount Sec Ben Own of (In and
		Code	V	Amount	or (D)	
Common Stock, par value \$.001	5/01/02	X		6,000	A	\$0.94375
Common Stock, par value \$.001	5/01/02	S		6,000	D	\$13.5802
Common Stock, par value \$.001	5/15/02	X		6,000	A	\$0.94375
Common Stock, par value \$.001	5/15/02	S		6,000	D	\$12.2083

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

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

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 control number.

SEC1474 (3-99)

FORM 4 (continued)

Table II -- Derivative Securities Beneficially Owned

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(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount of Number of Shares
Options to acquire Common Stock (2)	\$0.94375	5/01/02	X	6,000	3/31/99 5/28/08	Common Stock, par value \$.001
Options to acquire Common Stock (2)	\$0.94375	5/15/02	X	6,000	3/31/99 5/28/08	Common Stock, par value \$.001

Explanation of Responses

- (1) Does not include 12,000 shares held by the Reporting Person's children's individual retirement accounts.
- (2) Issued under the Company's 1998 Employee Stock Incentive Plan. The options were exercised and the stock was sold under a Company approved Rule 10b5-1 Trading Plan.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ Robert E. Klem

June 7, 2002

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure

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