

ZIOPHARM ONCOLOGY INC
 Form 4
 December 17, 2007

FORM 4

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

OMB APPROVAL

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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

 (Last) (First) (Middle)
 197 EIGHTH STREET, SUITE 300
 (Street)
 CHARLESTOWN, MA 02129
 (City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/12/2007

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President, COO & Treasurer

6. 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)	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)
			Code	V	Amount	(D)	Price
Common Stock, \$.001 par value	12/12/2007		A ⁽⁷⁾		25,000	A	\$ 0 25,000

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	12/12/2007		A	75,000	(8)	12/12/2017	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGLEY RICHARD E 197 EIGHTH STREET, SUITE 300 CHARLESTOWN, MA 02129	X		President, COO & Treasurer	

Signatures

/s/ Richard E. Bagley
12/17/2007

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) Grant of restricted stock pursuant to Rule 16b-3; restrictions lapse on 12/1/08.
- (8) 25,000 shares vest on each of 12/12/08, 12/12/09 and 12/12/10.

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.