

WEISER MICHAEL
Form 4
May 26, 2011

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 *
WEISER MICHAEL

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)
05/25/2011

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

C/O ZIOPHARM ONCOLOGY, INC., 1180 AVENUE OF THE AMERICAS, SUITE 1920

(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

NEW YORK, NY 10036

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value	05/25/2011		S ⁽¹⁾		15,000	D	\$ 6.53
							135,945 ⁽²⁾

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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to Purchase Common Stock	\$ 4.75					09/13/2005	05/31/2012	Common Stock, \$.001 par value	35,566
Director Stock Option (right to buy)	\$ 4.31					07/20/2007	12/22/2014	Common Stock, \$.001 par value	15,029
Director Stock Option (right to buy)	\$ 5.01					04/26/2006	04/26/2016	Common Stock, \$.001 par value	15,000
Warrants to purchase Common Stock	\$ 5.09					05/03/2006	05/03/2013	Common Stock, \$.001 par value	18,319
Director Stock Option (right to buy)	\$ 6.49					12/13/2009	12/13/2016	Common Stock, \$.001 par value	15,000
Stock Option (right to buy)	\$ 4.85					06/18/2010	06/18/2017	Common Stock	15,000
Stock Option (right to	\$ 2.73					(3)	12/12/2017	Common Stock	20,000

buy)						
Stock Option (right to buy)	\$ 0.7	(4)	05/13/2019	Common Stock	15,000	
Stock Options (right to buy)	\$ 2.85	(5)	12/31/2019	Common Stock, \$.001 par value	7,500	
Stock Options (right to buy)	\$ 5.09		03/31/2011 03/31/2020	Common Stock, \$.001 par value	15,000	
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
WEISER MICHAEL C/O ZIOPHARM ONCOLOGY, INC. 1180 AVENUE OF THE AMERICAS, SUITE 1920 NEW YORK, NY 10036	X			

Signatures

/s/ Richard E. Bagley as attorney-in-fact for Michael Weiser 05/26/2011

__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).

- Proceeds from the sales reported on this form were used to offset the reporting person's payment of tax obligations triggered by the vesting of previously awarded restricted stock. The price reported in column 4 is a weighted average price. These shares were sold in
- (1) multiple transactions at prices ranging from \$6.51 to \$6.57, 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 as to 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.

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(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 attached.

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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