

ZIOPHARM ONCOLOGY INC
 Form 4/A
 April 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
LEWIS JONATHAN

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)
1180 AVENUE OF THE AMERICAS, 19TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2005

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

(Street)
NEW YORK, NY 10036

4. If Amendment, Date Original Filed(Month/Day/Year)
09/15/2005

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) Code V Amount (D) Price			
Common Stock, \$.001 par value					0	D	

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

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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)	\$ 0.08	09/13/2005		J ⁽¹⁾	25,674	⁽²⁾ 01/08/2014	Common Stock 25,674
Stock Option (right to buy)	\$ 0.08	09/13/2005		J ⁽¹⁾	242,979	⁽⁴⁾ 01/27/2014	Common Stock 242,979
Stock Option (right to buy)	\$ 4.31 ⁽³⁾	09/13/2005		J ⁽¹⁾	87,789	⁽⁵⁾ 06/08/2015	Common Stock 87,789
Stock Option (right to buy)	\$ 4.31 ⁽³⁾	09/13/2005		J ⁽⁶⁾	54,161	⁽⁷⁾ 09/13/2015	Common Stock 54,161

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS JONATHAN 1180 AVENUE OF THE AMERICAS, 19TH FLOOR NEW YORK, NY 10036	X		CEO	

Signatures

/s/ Jonathan Lewis
 Date: 04/26/2006
 **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)

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Received in exchange for options to acquire shares of common stock of ZIOPHARM, Inc. in connection with a merger transaction involving ZIOPHARM, Inc. with ZIOPHARM Oncology, Inc. (f/k/a EasyWeb, Inc.) (the "Merger").

- (2) 8,558 shares vest on each of 1/8/05, 1/8/06 and 1/8/07.
- (3) Amendment filed to correct option exercise price mistated in previously filed Form.
- (4) 80,993 shares vest on each of 1/27/05, 1/27/06 and 1/27/07.
- (5) 29,263 shares vest on each of 6/8/05, 1/27/06 and 1/27/07.
- (6) Received pursuant to anti-dilution rights triggered upon the Merger.
- (7) 18,054 shares vest on each of 9/13/05 and 1/27/06; 18,053 shares vest on 1/27/07.

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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