

LEWIS JONATHAN  
Form 4  
January 11, 2011

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/08/2011

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

1180 AVENUE OF THE AMERICAS, 19TH FLOOR

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock, \$.001 par value  |                                      |  |                                |   |   | 450  | I<br>By Children (5)              |
| Common Stock, \$.001 par value  | 01/08/2011                           |  | F(6)                           | 15,190  | D   | \$ 5.14  | 479,510<br>D                      |

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

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(9-02)

**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. P. Der. Sec. (Ins) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 0.08  |                                      |  |                                |   | 01/08/2007   | 01/08/2014  | Common Stock          | 25,674                     |
| Stock Option (right to buy)                | \$ 0.08  |                                      |  |                                |   | 01/27/2007   | 01/27/2014  | Common Stock          | 242,979                    |
| Stock Option (right to buy)                | \$ 4.31  |                                      |  |                                |   | 01/27/2007   | 06/08/2015  | Common Stock          | 87,789                     |
| Stock Option (right to buy)                | \$ 4.31  |                                      |  |                                |   | 01/27/2007   | 09/13/2015  | Common Stock          | 54,161                     |
| Stock Option (right to buy)                | \$ 5.01  |                                      |  |                                |   | 04/26/2006   | 04/26/2016  | Common Stock          | 139,315                    |
| Stock Option (right to buy)                | \$ 5.01  |                                      |  |                                |   | 04/26/2006   | 04/26/2016  | Common Stock          | 75,000                     |
| Stock Option (right to buy)                | \$ 6.49  |                                      |  |                                |   | <sup>(1)</sup>   | 12/13/2016  | Common Stock          | 30,000                     |

|                             |         |     |            |              |         |  |
|-----------------------------|---------|-----|------------|--------------|---------|--|
| buy)                        |         |     |            |              |         |  |
| Stock Option (right to buy) | \$ 4.85 | (2) | 06/18/2017 | Common Stock | 35,000  |  |
| Stock Option (right to buy) | \$ 2.73 | (3) | 12/12/2017 | Common Stock | 100,000 |  |
| Stock Option (right to buy) | \$ 0.7  | (4) | 05/13/2019 | Common Stock | 100,000 |  |
| Stock Option (right to buy) | \$ 2.85 | (7) | 12/31/2019 | Common Stock | 150,000 |  |
| Stock Option (right to buy) | \$ 4.77 | (8) | 12/31/2020 | Common Stock | 150,000 |  |

## Reporting Owners

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

## Signatures

/s/ Richard E. Bagley, as Attorney-in-Fact for Jonathan Lewis 01/10/2011

\*\*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).
- (1) 10,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.
- (2) 11,667 shares vest on each of 6/18/08 and 6/18/09; 11,666 shares vest on 6/18/10.
- (3) 33,334 shares vest on 12/12/08; 33,333 shares vest on each of 12/12/09 and 12/12/10.
- (4) 25,000 shares vest immediately, 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- (5) By the Reporting Person as custodian for his minor children under the Connecticut Uniform Gifts to Minors Act.
- (6) Disposition represents shares forfeited to satisfy withholding tax obligations upon the vesting of a restricted stock grant.

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- (7) 50,000 shares vest on each of 12/31/2010, 12/31/2011 and 12/31/2012.
- (8) 50,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

**Remarks:**

Exhibit 24 attached hereto.

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.