

MCINERNEY TIMOTHY  
Form 4  
April 19, 2010

**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 \*  
MCINERNEY TIMOTHY

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)  
  
ONE COVENTRY LANE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/14/2010

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

HOPEWELL, NJ 08525  
  
(City) (State) (Zip)

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

**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)  | Amount  |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock, \$.001 par value  |                                      |  |                                |   | 230,705 <sup>(1)</sup>  | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 |
| Warrants to Purchase Common Stock          | \$ 4.75  |                                      |  |                                |   | 09/13/2005   | 05/31/2012      | Common Stock, \$.001 par value                                | 20,767                     |
| Director Stock Option (right to buy)       | \$ 4.31  |                                      |  |                                |   | 07/20/2007   | 07/20/2015      | Common Stock, \$.001 par value                                | 15,029                     |
| Director Stock Option (right to buy)       | \$ 5.01  |                                      |  |                                |   | 04/26/2006   | 04/26/2016      | Common Stock  | 15,000                     |
| Warrants to Purchase Common Stock          | \$ 5.09  |                                      |  |                                |   | 05/03/2006   | 05/03/2013      | Common Stock, \$.001 par value                                | 80,737                     |
| Director Stock Option (right to buy)       | \$ 6.49  |                                      |  |                                |   | 12/13/2009   | 12/13/2016      | Common Stock  | 15,000                     |
| Warrant                                    | \$ 5.75  |                                      |  |                                |   | 02/23/2007   | 02/23/2012      | Common Stock  | 35,739                     |
| Stock Option (right to buy)                | \$ 4.85  |                                      |  |                                |   | <u>(2)</u>   | 06/18/2017      | Common Stock  | 15,000                     |
| Stock Option (right to buy)                | \$ 2.73  |                                      |  |                                |   | <u>(3)</u>   | 12/12/2017      | Common Stock  | 20,000                     |
|  | \$ 0.7   |                                      |  |                                |   | <u>(4)</u>   | 05/13/2019      |   | 15,000                     |

| Option                            | Exercise Price | Grant Date | Expiration Date                        | Number of Shares | Common Stock                   |
|-----------------------------------|----------------|------------|--|------------------|--------------------------------|
| Stock Option (right to buy)       |                |            |  |                  | Common Stock                   |
| Warrants to purchase common stock | \$ 2.04        |            | 09/15/2009 09/15/2014                  | 50,000           | Common Stock, \$.001 par value |
| Warrants to purchase common stock | \$ 2.04        |            | 09/15/2009 09/15/2014                  | 40,298           | Common Stock                   |
| Warrants to Purchase Common Stock | \$ 4.02        |            | 12/09/2009 12/09/2014                  | 25,000           | Common Stock                   |
| Stock Option (right to buy)       | \$ 2.85        |            | <u>(5)</u> 12/31/2019                  | 7,500            | Common Stock, \$.001 par value |
| Stock Option (right to buy)       | \$ 5.09        |            | 03/31/2011 03/31/2020                  | 15,000           | Common Stock, \$.001 par value |
| Warrants to purchase Common Stock | \$ 4.02        | 04/14/2010 | J <sup>(6)</sup> 04/14/2010 12/09/2014 | 29,898           | Common Stock                   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MCINERNEY TIMOTHY<br>ONE COVENTRY LANE<br>HOPEWELL, NJ 08525 | X             |           |         |       |

## Signatures

/s/ Timothy  
McInerney 04/16/2010  
 \*\*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) Includes grants of restricted stock with restrictions that will lapse as to 3,750 shares on each of December 31, 2010 and December 31, 2011 and restrictions that lapse as to 15,000 shares on March 31, 2011.

(2) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.

(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.

(6) Acquired upon distribution of a warrant previously held by the Reporting Person's employer.

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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