

Cooper Laurence James Neil
 Form 4
 January 08, 2019

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 *
 Cooper Laurence James Neil

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)
 01/06/2019

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

C/O ZIOPHARM ONCOLOGY, INC., ONE FIRST AVENUE, PARRIS BLDG. 34

(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

BOSTON, MA 02129

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/06/2019		A		337,266 (1)	A	\$ 0 1,518,075 D
Common Stock	01/06/2019		A		446,428 (2)	A	\$ 0 1,964,503 D
Common Stock	01/06/2019		F		165,178 (3)	D	\$ 2.24 1,799,325 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)

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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
Employee Stock Option (right to buy)	\$ 2.24	01/06/2019		A		531,813		<u>(4)</u>	01/06/2029	Common Stock	531,813

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Laurence James Neil C/O ZIOPHARM ONCOLOGY, INC. ONE FIRST AVENUE, PARRIS BLDG. 34 BOSTON, MA 02129	X		Chief Executive Officer	

Signatures

/s/ Kevin Lafond, 01/08/2019
Attorney-in-Fact

**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) 112,422 shares shall vest on each of 12/31/2019, 12/31/2020 and 12/31/2021.

(2) Pursuant to the Issuer's option plan, the Reporting Person elected to receive fully vested shares of Common Stock in lieu of a cash bonus.

(3) Represents shares withheld to satisfy withholding tax obligations upon the vesting of restricted stock grant.

(4) 1/12th of the shares underlying this option will vest in equal quarterly installments commencing one quarterly period after 12/31/2018.

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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