

BAGLEY RICHARD E  
 Form 4  
 January 04, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**BAGLEY RICHARD E**

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 FIRST AVE, BUILDING  
 34, NAVY YARD PLAZA**

(Street)

**BOSTON, MA 02129**

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/31/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President, COO & Treasurer**

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)	Price			
				Code	V	Amount		
Common Stock, \$.001 par value	12/31/2010		F <sup>(10)</sup>	D	7,908	\$ 4.77	153,767	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	Title	Amount of Number of Shares
Stock Option (right to buy)	\$ 1.7					(1) 07/01/2014		Common Stock	150,660
Stock Option (right to buy)	\$ 4.31					(2) 06/08/2015		Common Stock	63,197
Stock Option (right to buy)	\$ 4.31					(3) 09/13/2015		Common Stock	27,417
Stock Option (right to buy)	\$ 5.01					04/26/2006 04/26/2016		Common Stock	54,873
Stock Option (right to buy)	\$ 5.01					(4) 04/26/2016		Common Stock	40,000
Stock Option (right to buy)	\$ 6.49					(5) 12/13/2016		Common Stock	20,000
Stock Option (right to buy)	\$ 4.85					(6) 06/18/2017		Common Stock	25,000
Stock Option (right to buy)	\$ 2.73					(7) 12/12/2017		Common Stock	75,000
Stock Option (right to buy)	\$ 2.14					(8) 06/25/2018		Common Stock	60,000

buy)

Stock Option (right to buy)	\$ 0.7				(9)	05/13/2019	Common Stock	100,000
Stock Option (right to buy)	\$ 2.85				(11)	12/31/2019	Common Stock	50,000
Stock Option (right to buy)	\$ 4.77	12/31/2010	A	100,000	(12)	12/31/2020	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGLEY RICHARD E ONE FIRST AVE, BUILDING 34 NAVY YARD PLAZA BOSTON, MA 02129	X		President, COO & Treasurer	

## Signatures

/s/ Richard E. Bagley 01/03/2011

\*\*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) 50,223 shares vest on each of 7/1/05 and 7/1/06; 50,222 shares vest on 7/1/07.
- (2) 21,066 shares vest on each of 7/1/05 and 7/1/06; 21,065 shares vest on 7/1/07.
- (3) 9,139 shares vest on each of 9/13/05, 7/1/06 and 7/1/07.
- (4) 20,000 shares vest immediately; the remainder vest on 12/14/06.
- (5) 6,667 shares vest on each of 12/13/07 and 12/13/08; 6,666 shares vest on 12/13/09.
- (6) 8,334 shares vest on 6/18/08; 8,333 shares vest on each of 6/18/09 and 6/18/10.
- (7) 25,000 shares vest on each of 12/12/08, 12/12/09 and 12/12/10.
- (8) 20,000 shares vest on each of 6/25/2009, 6/25/2010 and 6/25/2011.
- (9) 25,000 shares vest immediately; 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- (10) Disposition represents shares forfeited to satisfy withholding tax obligations upon the vesting of a restricted stock grant.
- (11) 16,667 shares vest on each of 12/31/2010 and 12/31/2011 and 16,666 shares vest on 12/31/2012.

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(12) 33,334 shares vest on 12/31/2011 and 33,333 shares vest on each of 12/31/2012 and 12/31/2013.

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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