

Aroff Patrick
 Form 5/A
 March 28, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Aroff Patrick

2. Issuer Name and Ticker or Trading Symbol
 GTX CORP [GTXO.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

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

1437 10TH STREET
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/25/2011

6. Individual or Joint/Group Reporting (check applicable line)

SANTA MONICA, CA US
 90401

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	07/07/2010	07/07/2010	A	200,000 A \$ 0.14	480,973	D	Â
Common Stock	11/19/2010	11/19/2010	S	11,000 D \$ 0.1	450,075	D	Â
Common Stock	11/22/2010	11/22/2010	S	200 D \$ 0.1	449,875	D	Â
Common Stock	11/24/2010	11/24/2010	S	34,530 D \$ 0.1	415,345	D	Â
	11/30/2010	11/30/2010	S	4,270 D \$ 0.1	411,075	D	Â

