#### INTROGEN THERAPEUTICS INC

Form 4

October 03, 2007

## FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ALBRECHT JAMES W JR			2. Issuer Name and Ticker or Trading Symbol INTROGEN THERAPEUTICS INC [INGN]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2007					DirectorX Officer (give below) Chief I		Owner or (specify	
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative :	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Beneficial Ownership (Instr. 4)	
common stock	10/01/2007			A	32,661 (1)	A	\$ 0.001 (2)	53,461	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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D S	Title of verivative ecurity nstr. 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
	tock ption (3)	\$ 0.453	07/31/2007		<u>J(4)</u>	57,600	08/01/1997	07/31/2007	common stock	57,600

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALBRECHT JAMES W JR

Chief Financial Officer

## **Signatures**

/s/ James W. Albrecht, Jr.

\*\*Signature of Reporting 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) This represents the net number of shares issued to Mr. Albrecht after withholding a number of shares with a value equal to his tax obligation with respect to the shares acquired.
- (2) The purchase price for the shares has been paid by the reporting person via services previously rendered to the Company. The \$0.001 represents the par value per share.
- (3) Right to buy.
- On July 31, 2007, options held by reporting person to purchase 57,600 shares of Company common stock expired prior to any exercise (4) thereof. Pursuant to Exchange Act Rule 16a-4(d), the expiration of such options for no value is not reportable. Reporting person is voluntarily reporting such expiration.

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.

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