

FERNANDEZ ALFRED J  
Form 4  
July 08, 2002

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OMB APPROVAL  
OMB Number: 3235-0287  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligation may continue. See Instruction 1(b).

(Print or Type Responses)

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1. Name and Address of Reporting Person\*

Fernandez                                  Alfred                                  J.  
-----  
(Last)                                          (First)                                          (Middle)

c/o Genta Incorporated,  
Two Connell Drive

-----  
(Street)

Berkeley Heights                  NJ                                  07922  
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(City)                                          (State)                                          (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Genta Incorporated (Nasdaq: GNTA)

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3. I.R.S. Identification Number of Reporting Person, if an Entity (voluntary)

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4. Statement for Month/Year

June 2002

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

Executive VP & Chief Financial Officer

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7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date ----- (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount Sec Ben Own of (In and
		Code	V	Amount	or (D)	

Common Stock, par value \$.001	6/14/02	P		100	A	\$7.78	5,1
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount of Number of Shares
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Explanation of Responses:

/s/ Alfred J. Fernandez

July 5, 2002

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\*\* Signature of Reporting Person

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Date

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

\* 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)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure