

ZIOPHARM ONCOLOGY INC
 Form 4
 December 17, 2007

FORM 4

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

OMB APPROVAL

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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)
197 EIGHTH STREET, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2007

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

CHARLESTOWN, MA 02129

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$.001 par value | 12/12/2007 | | A ⁽⁷⁾ | | 25,000 | A | \$ 0 |
| | | | | | 25,000 | 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 or Number of Shares |
| Stock Option (right to buy) | \$ 1.7 | | | | | (1) | 07/01/2014 | Common Stock | 150,668 |
| 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 | 12/12/2007 | | A | 75,000 | (8) | 12/12/2017 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAGLEY RICHARD E 197 EIGHTH STREET, SUITE 300 CHARLESTOWN, MA 02129 | X | | President, COO & Treasurer | |

Signatures

/s/ Richard E. Bagley
12/17/2007

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) Grant of restricted stock pursuant to Rule 16b-3; restrictions lapse on 12/1/08.
- (8) 25,000 shares vest on each of 12/12/08, 12/12/09 and 12/12/10.

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.