

LEWIS JONATHAN  
Form 4  
January 11, 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 \*  
LEWIS JONATHAN

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)  
1180 AVENUE OF THE AMERICAS, 19TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
01/08/2011

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

(Street)  
NEW YORK, NY 10036

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

(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 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		
Common Stock, \$.001 par value					450	I	By Children (5)
Common Stock, \$.001 par value	01/08/2011		F(6)	15,190	D \$ 5.14	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)

**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)	8. P. Der. Sec. (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.08					01/08/2007	01/08/2014	Common Stock	25,674
Stock Option (right to buy)	\$ 0.08					01/27/2007	01/27/2014	Common Stock	242,979
Stock Option (right to buy)	\$ 4.31					01/27/2007	06/08/2015	Common Stock	87,789
Stock Option (right to buy)	\$ 4.31					01/27/2007	09/13/2015	Common Stock	54,161
Stock Option (right to buy)	\$ 5.01					04/26/2006	04/26/2016	Common Stock	139,315
Stock Option (right to buy)	\$ 5.01					04/26/2006	04/26/2016	Common Stock	75,000
Stock Option (right to	\$ 6.49					<sup>(1)</sup>	12/13/2016	Common Stock	30,000

buy)						
Stock Option (right to buy)	\$ 4.85	(2)	06/18/2017	Common Stock	35,000	
Stock Option (right to buy)	\$ 2.73	(3)	12/12/2017	Common Stock	100,000	
Stock Option (right to buy)	\$ 0.7	(4)	05/13/2019	Common Stock	100,000	
Stock Option (right to buy)	\$ 2.85	(7)	12/31/2019	Common Stock	150,000	
Stock Option (right to buy)	\$ 4.77	(8)	12/31/2020	Common Stock	150,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS JONATHAN 1180 AVENUE OF THE AMERICAS, 19TH FLOOR NEW YORK, NY 10036	X		CEO	

## Signatures

/s/ Richard E. Bagley, as Attorney-in-Fact for Jonathan Lewis

01/10/2011

\_\_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) 10,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.
- (2) 11,667 shares vest on each of 6/18/08 and 6/18/09; 11,666 shares vest on 6/18/10.
- (3) 33,334 shares vest on 12/12/08; 33,333 shares vest on each of 12/12/09 and 12/12/10.
- (4) 25,000 shares vest immediately, 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- (5) By the Reporting Person as custodian for his minor children under the Connecticut Uniform Gifts to Minors Act.
- (6) Disposition represents shares forfeited to satisfy withholding tax obligations upon the vesting of a restricted stock grant.

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- (7) 50,000 shares vest on each of 12/31/2010, 12/31/2011 and 12/31/2012.
- (8) 50,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

**Remarks:**

Exhibit 24 attached hereto.

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.