

Levin Ben  
Form 4  
July 06, 2009

**FORM 4**

**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).

**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 \*  
**Levin Ben**

(Last) (First) (Middle)  
**11726 SAN VICENTE BLVD.,  
SUITE 653**  
  
(Street)

**LOS ANGELES, CA 90049**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CYTRX CORP [CYTR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/01/2009**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
GC/VP Legal Affairs/Secy

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)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Num Sha
					(A)	(D)				
Stock Option (right to buy)	\$ 1.39	07/01/2009	D <sup>(1)</sup>			160,000	<u>(1)</u>	07/14/2014	Common Stock	16
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(1)</sup>		160,000		<u>(1)</u>	07/14/2014	Common Stock	16
Stock Option (right to buy)	\$ 1.38	07/01/2009	D <sup>(2)</sup>			90,000	<u>(2)</u>	06/15/2016	Common Stock	90
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(2)</sup>		90,000		<u>(2)</u>	06/15/2016	Common Stock	90
Stock Option (right to buy)	\$ 4.51	07/01/2009	D <sup>(3)</sup>			100,000	<u>(3)</u>	04/17/2017	Common Stock	100
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(3)</sup>		100,000		<u>(3)</u>	04/17/2017	Common Stock	100
Stock Option (right to buy)	\$ 1.21	07/01/2009	D <sup>(4)</sup>			100,000	<u>(4)</u>	04/06/2018	Common Stock	100
Stock Option (right to buy)	\$ 1.15	07/01/2009	A <sup>(4)</sup>		100,000		<u>(4)</u>	04/06/2018	Common Stock	100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levin Ben 11726 SAN VICENTE BLVD., SUITE 653 LOS ANGELES, CA 90049			GC/VP Legal Affairs/Secy	

## Signatures

/s/ Ben Levin

07/02/2009

\*\*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) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 20, 2004 and provided for equal monthly vesting over three years beginning July 15, 2005. The replacement option provides vesting in full on December 31, 2009, provided Reporting Person remains in continuous employ of Issuer.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 16, 2006 and provided for equal monthly vesting over three years beginning July 16, 2006. The replacement option provides vesting in full on December 31, 2009, provided Reporting Person remains in continuous employ of Issuer.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 18, 2007 and provided for equal monthly vesting over three years beginning May 28, 2007. The replacement option provides vesting as to twenty-six monthly installments on December 31, 2009, and the remainder to vest monthly for ten months beginning January 28, 2010, provided Reporting Person remains in continuous employ of Issuer.

(4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 7, 2008 and provided for equal monthly vesting over three years beginning May 7, 2008. The replacement option provides vesting of fourteen months of the option on December 31, 2009 and the remaining shares to vest monthly for twenty-two months beginning January 7, 2020, provided Reporting Person remains in continuous employ of Issuer.

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

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