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INTROGEN THERAPEUTICS INC  
Form 8-K/A  
March 22, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 3 TO CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 22, 2002 (March 6, 2002)  
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Introgen Therapeutics, Inc.  
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(Exact name of registrant as specified in its charter)

Delaware

0-21291

74-2704230  
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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

301 Congress Avenue, Suite 1850, Austin, Texas

78701  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (512) 708-9310  
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(Former name or former address, if changed since last report)

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

Item 4 of Amendment No. 2 to the Current Report on Form 8-K/A filed by the Registrant on March 20, 2002 is hereby amended and restated in its entirety as follows:

(a) (i) On March 6, 2002, Introgen Therapeutics, Inc. (the "Company") dismissed Arthur Andersen LLP as its independent public accountant, effective upon completion of Arthur Andersen LLP's services in connection with the filing of the Company's Annual Report on Form 10-K for the six-month transition period ended December 31, 2001.

(ii) Arthur Andersen LLP's reports on the Company's financial statements for each of the years ended June 30, 2000 and 2001 and the six-month transition period ended December 31, 2001 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty,

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audit scope, or accounting principles.

(iii) The decision to change independent public accountants was recommended by the Audit Committee of the Company's Board of Directors and was approved by the Company's Board of Directors.

(iv) During each of the two years ended June 30, 2000 and 2001, the six-month transition period ended December 31, 2001, and through March 20, 2002, there were no disagreements with Arthur Andersen LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Arthur Andersen LLP, would have caused it to make reference to the subject matter of the disagreement in connection with its report.

(v) During each of the two years ended June 30, 2000 and 2001, the six-month transition period ended December 31, 2001, and through March 20, 2002, Arthur Andersen LLP did not advise the Company of any "reportable events" as described in Item 304(a) (1) (v) of Regulation S-K under the Securities Act of 1933, as amended.

(b) (i) On March 6, 2002, the Company engaged Ernst & Young LLP ("E&Y") as its principal accountant to audit the Company's financial statements.

(ii) During each of the two years ended June 30, 2000 and 2001, the six-month transition period ended December 31, 2001, and through March 6, 2002, the Company did not consult E&Y on any matters described in Item 304(a) (2) (i) of Regulation S-K.

(iii) During each of the two years ended June 30, 2000 and 2001, the six-month transition period ended December 31, 2001, and through March 6, 2002, the Company did not consult E&Y on any matters described in Item 304(a) (2) (ii) of Regulation S-K.

(c) The Company requested Arthur Andersen LLP to furnish a letter addressed to the Commission, stating whether it agrees with the statements made by the Company herein and, if not, stating the respects in which it does not agree. A copy of this letter, dated as of March 22, 2002, is filed as Exhibit 16.1 to this Form 8-K.

ITEM 7. EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
16.1	Letter re: Change in Certifying Accountant

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 22, 2002

INTROGEN THERAPEUTICS, INC.

/s/ James W. Albrecht, Jr.

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James W. Albrecht, Jr.  
Chief Financial Officer

EXHIBIT INDEX

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