

Onconova Therapeutics, Inc.  
 Form 4  
 February 03, 2014

**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 \*  
**Kumar Ramesh**

(Last) (First) (Middle)

C/O ONCONOVA  
 THERAPEUTICS, INC., 375  
 PHEASANT RUN

(Street)

NEWTOWN, PA 18940

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Onconova Therapeutics, Inc.  
 [ONTX]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/30/2014**

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)  
**President and CEO**

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 01/30/2014                           |  | M <sup>(4)</sup>               |   | 5,256   | A  | \$ 2.67                                    |
| Common Stock                    | 01/30/2014                           |  | M <sup>(4)</sup>               |   | 14,744  | A  | \$ 6                                       |
| Common Stock                    | 01/30/2014                           |  | S <sup>(4)</sup>               |   | 20,000  | D  | \$ 15.05                                   |
| Common Stock                    | 01/31/2014                           |  | M <sup>(4)</sup>               |   | 20,000  | A  | \$ 6                                       |

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|              |            |                         |        |   |                                      |         |                  |
|--------------|------------|-------------------------|--------|---|--------------------------------------|---------|------------------|
| Common Stock | 01/31/2014 | <u>S</u> <sup>(4)</sup> | 20,000 | D | \$<br><u>15.03</u><br><sup>(2)</sup> | 276,500 | D <sup>(5)</sup> |
| Common Stock | 02/03/2014 | <u>M</u> <sup>(4)</sup> | 20,000 | A | \$ 6                                 | 296,500 | D <sup>(5)</sup> |
| Common Stock | 02/03/2014 | <u>S</u> <sup>(4)</sup> | 20,000 | D | \$<br><u>15.07</u><br><sup>(3)</sup> | 276,500 | D <sup>(5)</sup> |

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

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(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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Stock Option (right to buy)                | \$ 2.67  | 01/30/2014                           |  | <u>M</u> <sup>(4)</sup>        | 5,256   | 01/01/2006 01/01/2016                                    | Common Stock  | 5,256                      |  |
| Stock Option (right to buy)                | \$ 6   | 01/30/2014                           |  | <u>M</u> <sup>(4)</sup>        | 14,744  | 04/01/2011 04/01/2017                                    | Common Stock  | 14,744                     |  |
| Stock Option (right to buy)                | \$ 6   | 01/31/2014                           |  | <u>M</u> <sup>(4)</sup>        | 20,000  | 04/01/2011 04/01/2017                                    | Common Stock  | 20,000                     |  |
| Stock Option (right to buy)                | \$ 6   | 02/03/2014                           |  | <u>M</u> <sup>(4)</sup>        | 20,000  | 04/01/2011 04/01/2017                                    | Common Stock  | 20,000                     |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Kumar Ramesh<br>C/O ONCONOVA THERAPEUTICS, INC.<br>375 PHEASANT RUN<br>NEWTOWN, PA 18940 | X             |           | President and CEO |       |

## Signatures

/s/ Ajay Bansal as attorney-in-fact  
Date: 02/03/2014

\*\*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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.19, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.11, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.30, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
  - (4) All the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
  - (5) 150,037 shares are held indirectly by the Ramesh Kumar 2012 Trust, of which the reporting person is a trustee.

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.