

MCINERNEY TIMOTHY  
Form 4  
December 11, 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 \*  
MCINERNEY TIMOTHY

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/09/2009

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

ONE COVENTRY LANE

(Street)

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

HOPEWELL, NJ 08525

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value	12/09/2009		P		50,000	A	\$ 3.1 <u>(6)</u>
					208,205	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)**

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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
Warrants to Purchase Common Stock	\$ 4.75					09/13/2005	05/31/2012	Common Stock, \$0.001 par value	20,767
Director Stock Option (right to buy)	\$ 4.31					<u>(1)</u>	07/20/2015	Common Stock, \$0.001 par value	15,029
Director Stock Option (right to buy)	\$ 5.01					04/26/2006	04/26/2016	Common Stock	15,000
Warrants to Purchase Common Stock	\$ 5.09					05/03/2006	05/03/2013	Common Stock, \$0.001 par value	80,737
Director Stock Option (right to buy)	\$ 6.49					<u>(2)</u>	12/13/2016	Common Stock	15,000
Warrant	\$ 5.75					02/23/2007	02/23/2012	Common Stock	35,739
Stock Option (right to buy)	\$ 4.85					<u>(3)</u>	06/18/2017	Common Stock	15,000
Stock Option (right to buy)	\$ 2.73					<u>(4)</u>	12/12/2017	Common Stock	20,000
	\$ 0.7					<u>(5)</u>	05/13/2019		15,000

Stock Option (right to buy)								Common Stock	
Warrants to purchase common stock	\$ 2.04					09/15/2009	09/15/2014	Common Stock, \$.001 par value	50,000
Warrants to purchase common stock	\$ 2.04					09/15/2009	09/15/2014	Common Stock	40,298
Warrants to Purchase Common Stock	\$ 4.02	12/09/2009		P	25,000	12/09/2009	12/09/2014	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCINERNEY TIMOTHY ONE COVENTRY LANE HOPEWELL, NJ 08525		X		

## Signatures

/s/ Richard Bagley as attorney-in-fact for Timothy McInerney

12/09/2009

\*\*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) 7,515 shares vest on 7/20/06 and 7,514 shares vest on 7/20/07.
- (2) 5,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.
- (3) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
- (4) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
- (5) 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
- (6) Pursuant to purchase of units, each comprised of one share of common stock and a warrant to purchase 0.5 of a share of common stock, for a price per unit equal to \$3.10.

### Remarks:

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Power of Attorney Form incorporated by reference to Exhibit 24.1 to the Form 4 filed by the Reporting Person on 9/24/2009.

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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