

WEISER MICHAEL
Form 4
May 15, 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 *
WEISER MICHAEL

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)
236 EAST 67TH STREET, APT. B
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2009

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

NEW YORK, NY 10021

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) | Amount | | |
| | | | Code | V | Price | | |
| Common Stock, \$.001 par value | | | | | 98,445 | 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 | 35,566 |
| Director Stock Option (right to buy) | \$ 4.31 | | | | | | | <u>(1)</u> | 12/22/2014 | Common Stock, \$0.001 par value | 15,029 |
| Director Stock Option (right to buy) | \$ 5.01 | | | | | | | 04/26/2006 | 04/26/2016 | Common Stock, \$0.001 par value | 15,000 |
| Warrants to purchase Common Stock | \$ 5.09 | | | | | | | 05/03/2006 | 05/03/2013 | Common Stock, \$0.001 par value | 18,319 |
| Director Stock Option (right to buy) | \$ 6.49 | | | | | | | <u>(2)</u> | 12/13/2016 | Common Stock, \$0.001 par value | 15,000 |
| 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 |
| Stock Option (right to | \$ 0.7 | 05/13/2009 | | A | | 15,000 | | <u>(5)</u> | 05/13/2019 | Common Stock | 15,000 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEISER MICHAEL 236 EAST 67TH STREET, APT. B NEW YORK, NY 10021 | X | | | |

Signatures

/s/ Michael

Weiser

05/14/2009

**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.

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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