Driscoll Martin J Form 4 June 26, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Driscoll Martin J

(First) (Middle) (Last)

C/O GENTA INCORPORATED, 200 CONNELL **DRIVE**

(Street)

(State)

BERKELEY HEIGHTS, NJ 07922

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Transaction(s) or (Instr. 3 and 4) 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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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

1

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response...

0.5

GENTA INC DE/ [GNTA]

3. Date of Earliest Transaction

(Month/Day/Year) 06/16/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Beneficially

Owned

Following

Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect

(D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

SEC 1474

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to acquire Common Stock (1)	\$ 1.61	06/16/2006		A		5,000		06/16/2006	06/16/2016	Common Stock, par value \$.001	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Driscoll Martin J							
C/O GENTA INCORPORATED	X						
200 CONNELL DRIVE	Λ						
BERKELEY HEIGHTS, NJ 07922							

Signatures

/s/ Martin J. 06/26/2006 Driscoll

**Signature of Date
Reporting Person

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) These options were granted pursuant to the automatic grant provisions of Genta's Non-Employee Directors' 1998 Stock Option Plan, as amended, and vest on the date of the grant.

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.

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