GENTA INC DE/ Form 4 June 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * WARRELL RAYMOND P JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

GENTA INC DE/ [GNTA] 3. Date of Earliest Transaction

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

(Check all applicable)

Chairman & CEO

C/O GENTA INCORPORATED, 200 CONNELL

(First)

DRIVE

(Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

(Month/Day/Year)

06/09/2008

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BERKELEY HEIGHTS, NJ 07922

(State) (Zip) (City) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 7. Title and Amo 5. Number of 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Secu Conversion

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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	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
15% Convertible Debentures due 2010 (1)	\$ 0.01	06/09/2008		P		\$ 1,950,000		06/09/2008	06/09/2010	Common Stock par value \$.001	19
15% Convertible Debentures due 2010 (2)	\$ 0.01	06/09/2008		P		\$ 300,000		06/09/2008	06/09/2010	Common Stock par value \$.001	3

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WARRELL RAYMOND P JR C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X		Chairman & CEO				

Signatures

RAYMOND P. WARRELL, JR. Md

06/17/2008 Date

**Signature of 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).

Dr. Warrell has the opportunity to convert \$1,950,000 of Senior Secured Convertible Debentures into 195,000,000 shares of Common Stock. However pursuant to an ownership cap in the debentures, Dr. Warrell is restricted from converting the debentures into shares of Common Stock if the number of shares of common stock to be issued pursuant to such conversion, when aggregated with all other shares of common stock owned by Dr. Warrell at such time and all shares of common stock that Dr. Warrell is beneficial holder of, would result in Dr. Warrell beneficially owning in excess of 9.999% of the then issued and outstanding shares of common stock outstanding at such time.

Dr. Itri has the opportunity to convert \$300,000 of Senior Secured Convertible Debentures into 30,000,000 sares of Common Stock. However, pursuant to an ownership cap in the debentures, Dr. Itri is restricted from converting the debentures into shares of common

(2) stock if the number of shares of common stock to be issued pursuant to such conversion, when aggregated with all other shares of common stock owned by Dr. Itri at such time and all shares of common stock that Dr. Itri is beneficial holder of, would result in Dr. Itri beneficially owning in excess of 9.999% of the then issued and outstanding shares of common stock outstanding at such time.

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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