

ZIOPHARM ONCOLOGY INC
 Form 4
 March 22, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

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

PARAMOUNT BIOCAPITAL, 787 SEVENTH AVENUE, 48TH FLOOR

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

NEW YORK, NY 10019

(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 | 03/15/2007 | | P | | 4,000 | A | \$ 5 |
| | | | | | 63,205 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | 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 | | J ⁽³⁾ | 35,739 | 02/23/2007 02/23/2012 | Common Stock 35,739 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

MCINERNEY TIMOTHY
PARAMOUNT BIOCAPITAL
787 SEVENTH AVENUE, 48TH FLOOR
NEW YORK, NY 10019

Signatures

/s/ Timothy
McInerney 03/22/2007

__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) 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) Warrant issued as part of a private placement for services rendered.

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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