

# ZIOPHARM ONCOLOGY INC

Reported by  
**MCINERNEY TIMOTHY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/05/10 for the Period Ending 12/31/09

Address	1180 AVENUE OF THE AMERICA 19TH FLOOR NEW YORK, NY 10036
Telephone	646-214-0700
CIK	0001107421
Symbol	ZIOP
SIC Code	8093 - Specialty Outpatient Facilities, Not Elsewhere Classified
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31



**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)				6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.70							(5)	5/13/2019	Common Stock	15000		15000	D	
Warrants to purchase common stock	\$2.04							9/15/2009	9/15/2014	Common Stock, \$.001 par value	50000		50000	D	
Warrants to purchase common stock	\$2.04							9/15/2009	9/15/2014	Common Stock	40298		40298	D	
Warrants to Purchase Common Stock	\$4.02							12/9/2009	12/9/2014	Common Stock	25000		25000	D	
Stock Option (right to buy)	\$2.85	12/31/2009		A		7500		(7)	12/31/2019	Common Stock, \$.001 par value	7500	\$0	7500	D	

**Explanation of Responses:**

- (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) Grant of restricted stock; restrictions lapse in 2 equal annual installments beginning on the anniversary of the date of grant.
- (7) 3,750 shares vest on each of 12/31/2011 and 12/31/2012.

**Remarks:**

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

**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

1/5/2010

\*\* Signature of Reporting Person

Date

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

\* 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).

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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