

# ZIOPHARM ONCOLOGY INC

Reported by  
**FRAGIN GARY S**

## 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

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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(f) of the  
Investment Company Act of 1940

<b>FRAGIN GARY S</b>  <small>(Last) (First) (Middle)</small>  <b>FRAGIN ASSET MANAGEMENT, 4925 ARLINGTON AVENUE</b>  <small>(Street)</small>  <b>RIVERDALE, NY 10471</b>  <small>(City) (State) (Zip)</small>	<b>ZIOPHARM ONCOLOGY INC [ ZIOP ]</b>  <b>12/31/2009</b>  <b>12/31/2009</b>  <b>12/31/2009</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>12/31/2009</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock, \$.001 par value	12/31/2009		A	(6)	7500	A	\$0	52500	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate 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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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				
Director Stock Option (right to buy)	\$4.31						(1)	12/22/2014	Common Stock, \$.001 par value	15029		15029	D	
Director Stock Option (right to buy)	\$5.01							4/26/2006	4/26/2016	Common Stock		15000	D	
Director Stock Option (right to buy)	\$6.49						(2)	12/13/2016	Common Stock	15000		15000	D	
Stock Option (right to buy)	\$4.85						(3)	6/18/2017	Common Stock	15000		15000	D	
Stock Option (right to buy)	\$2.73						(4)	12/12/2017	Common Stock	20000		20000	D	
Stock Option (right to buy)	\$0.70						(5)	5/13/2019	Common Stock	15000		15000	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 12/22/05 and 7,514 shares vest on 12/22/06.
- (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 12/31/2009, 6/30/2010 and 12/31/2010.
- (6) Grant of restricted stock; restrictions lapse in 2 equal annual installments beginning on the first 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
FRAGIN GARY S FRAGIN ASSET MANAGEMENT  4925 ARLINGTON AVENUE RIVERDALE, NY 10471	X			

**Signatures**

/s/ Richard Bagley, as attorney-in-fact for Gary S. Fragin

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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