ZIOPHARM ONCOLOGY INC

Reported by

LEWIS JONATHAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/24/09 for the Period Ending 09/23/09

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

http://www.edgar-online.com
© Copyright 2009, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

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

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LEWIS JONATHAN	**ZIOPHARM ONCOLOGY INC [ZIOP]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **1180 AVENUE OF THE AMERICAS, 19TH FLOOR**	3. Date of Earliest Transaction (MM/DD/YYYY) **9/23/2009**	__ **X** __ Officer (give title below) _____ Other (specify below) **CEO**
(Street) **NEW YORK, NY 10036** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ 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								**450**	**I**	**By Children** (5)
Common Stock, $.001 par value	**9/23/2009**		**A** (6)		**300000**	**A**	**$0**	**555000**	**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	Title	Amount or Number of Shares				
Stock Option (right to buy)	**$0.08**							**1/8/2007**	**1/8/2014**	**Common Stock**	**25674**		**25674**	**D**	
Stock Option (right to buy)	**$0.08**							**1/27/2007**	**1/27/2014**	**Common Stock**	**242979**		**242979**	**D**	
Stock Option (right to buy)	**$4.31**							**1/27/2007**	**6/8/2015**	**Common Stock**	**87789**		**87789**	**D**	
Stock Option (right to buy)	**$4.31**							**1/27/2007**	**9/13/2015**	**Common Stock**	**54161**		**54161**	**D**	
Stock Option (right to buy)	**$5.01**							**4/26/2006**	**4/26/2016**	**Common Stock**	**139315**		**139315**	**D**	
Stock Option (right to buy)	**$5.01**							**4/26/2006**	**4/26/2016**	**Common Stock**	**75000**		**75000**	**D**	
Stock Option (right to buy)	**$6.49**							(1)	**12/13/2016**	**Common Stock**	**30000**		**30000**	**D**	
Stock Option (right to buy)	**$4.85**							(2)	**6/18/2017**	**Common Stock**	**35000**		**35000**	**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	Title	Amount or Number of Shares				
Stock Option (right to buy)	**$2.73**							(3)	**12/12/2017**	**Common Stock**	**100000**		**100000**	**D**	
Stock Option (right to buy)	**$0.70**							(4)	**5/13/2019**	**Common Stock**	**100000**		**100000**	**D**	

Explanation of Responses:

(1) 10,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.

(2) 11,667 shares vest on each of 6/18/08 and 6/18/09; 11,666 shares vest on 6/18/10.

(3) 33,334 shares vest on 12/12/08; 33,333 shares vest on each of 12/12/09 and 12/12/10.

(4) 25,000 shares vest immediately, 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.

(5) By the Reporting Person as custodian for his minor children under the Connecticut Uniform Gifts to Minors Act.

(6) Grant of restricted stock; restrictions lapse on 9/23/2010.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS JONATHAN **1180 AVENUE OF THE AMERICAS, 19TH FLOOR** **NEW YORK, NY 10036**	**X**		**CEO**	

Signatures

/s/ Jonathan Lewis — **9/24/2009**

** 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.

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.