

GTX INC /DE/
Form SC 13G/A
February 13, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule 13G/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*
GTx, Inc.

(Name of Issuer)
Common Stock, \$ 0.001 par value

(Title of Class of Securities)
40052B108

(CUSIP Number)
December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Mitchell S. Steiner, M.D., F.A.C.S.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 4,101,763

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 733,884

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 4,101,763

8 SHARED DISPOSITIVE POWER
WITH 733,884

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,835,647

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (a)

b

26,500(1)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)*

IN

(1) Shares owned by Dr. Steiner's spouse, as to which Dr. Steiner disclaims beneficial interest

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Item 1(a). Name of Issuer: GTx, Inc.
 Item 1(b). Address of Issuer's Principal Executive Offices: 3 N. Dunlap Street
 Van Vleet Building
 Memphis, TN 38163
 Item 2(a). Name of Person Filing: Mitchell S. Steiner, M.D., F.A.C.S.
 Item 2(b). Address of Principal Business Office or, if none, 3 N. Dunlap Street
Residence: Memphis, TN 38163
 Item 2(c). Organization/Citizenship: United States of America
 Item 2(d). Title of Class Of Securities: Common Stock, \$0.001 par value
 Item 2(e). CUSIP Number: **40052B108**
 Item 3. Inapplicable.
 Item 4. Ownership.

Person	Total Shares of Common Stock Beneficially Owned	Percent of Class(1)	Sole Voting Power	Shared Voting Power	Sole Power to Dispose	Shared Power to Dispose
Mitchell S. Steiner, M.D., F.A.C.S.	4,835,647	13.4%	4,101,763	733,884	4,101,763	733,884

(1) Based on
36,216,263
shares of
Common Stock
outstanding as
of December 31,
2007.

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Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Inapplicable

Item 8. Identification and Classification of Members of the Group.

Inapplicable

Item 9. Notice of Dissolution of Group.

Inapplicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/13/2008

Date

/s/ Mitchell S. Steiner, M.D., F.A.C.S.

(Signature)

Mitchell S. Steiner, M.D., F.A.C.S.

Chief Executive Officer and Vice
Chairman of the Board of Directors of
GTx, Inc.