

Onconova Therapeutics, Inc.
Form 4
February 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
Kumar Ramesh

2. Issuer Name and Ticker or Trading Symbol
**Onconova Therapeutics, Inc.
[ONTX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2014

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

**C/O ONCONOVA
THERAPEUTICS, INC., 375
PHEASANT RUN**

(Street)

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

NEWTOWN, PA 18940

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/30/2014		M ⁽⁴⁾		5,256	A	\$ 2.67
Common Stock	01/30/2014		M ⁽⁴⁾		14,744	A	\$ 6
Common Stock	01/30/2014		S ⁽⁴⁾		20,000	D	\$ 15.05
Common Stock	01/31/2014		M ⁽⁴⁾		20,000	A	\$ 6

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Common Stock	01/31/2014	S ⁽⁴⁾	20,000	D	\$ 15.03 (2)	276,500	D ⁽⁵⁾
Common Stock	02/03/2014	M ⁽⁴⁾	20,000	A	\$ 6	296,500	D ⁽⁵⁾
Common Stock	02/03/2014	S ⁽⁴⁾	20,000	D	\$ 15.07 (3)	276,500	D ⁽⁵⁾

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

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(9-02)

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
Stock Option (right to buy)	\$ 2.67	01/30/2014		M ⁽⁴⁾	5,256	01/01/2006 01/01/2016	Common Stock	5,256	
Stock Option (right to buy)	\$ 6	01/30/2014		M ⁽⁴⁾	14,744	04/01/2011 04/01/2017	Common Stock	14,744	
Stock Option (right to buy)	\$ 6	01/31/2014		M ⁽⁴⁾	20,000	04/01/2011 04/01/2017	Common Stock	20,000	
Stock Option (right to buy)	\$ 6	02/03/2014		M ⁽⁴⁾	20,000	04/01/2011 04/01/2017	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kumar Ramesh C/O ONCONOVA THERAPEUTICS, INC. 375 PHEASANT RUN NEWTOWN, PA 18940	X		President and CEO	

Signatures

/s/ Ajay Bansal as attorney-in-fact 02/03/2014

**Signature of Reporting Person Date

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.19, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.11, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.30, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
 - (4) All the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
 - (5) 150,037 shares are held indirectly by the Ramesh Kumar 2012 Trust, of which the reporting person is a trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.