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MEHTA BHARAT M Form 4 June 07, 2002

			OMB Number Expires: Estimated	B APPROVAL r: 3235 December 31, average burder response	-0104 2001 n
បា	NITED STATES SECURIT Washingt	IES AND EXCHANGON, D.C. 20549	GE COMMISS	ION	
FORM 4					
	STATEMENT OF CHANGE	S IN BENEFICIAL	L OWNERSHIE	2	
Section 17	t to Section 16(a) o (a) of the Public Ut ction 30(f) of the I	ility Holding (Company Act	of 1935 or	
	ox if no longer subj ay continue. See Ins		16. Form 4	4 or Form 5	
(Print or Type Re	*				
	============== ss of Reporting Pers				
Mehta	Bharat	1	4.		
(Last)	(First)	(Mic	ddle)		

(Print or Type Response) ______ 1. Name and Address of Reporting Person* Mehta (First) (Last) c/o Genta Incorporated, Two Connell Drive (Street) Berkeley Heights NJ 07922 ______ (City) (State) (Zip) ______ 2. Issuer Name and Ticker or Trading Symbol Genta Incorporated (Nasdag: GNTA) ______ 3. I.R.S. Identification Number of Reporting Person, if an Entity (Voluntary) 4. Statement for Month/Year May 2002 ______ 5. If Amendment, Date of Original (Month/Day/Year) ______

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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_ Director X Officer (give title b	pelow) _	- '	ecify below)		
VP	Manufacturing Oper				
7. Individual or Joint/Group F				=	
X Form filed by One Repo _ Form filed by More tha		rson			
Table I Non-Deri		Acquired, Dis		=	
	2. Transaction Date	Code (Instr. 8)	4. Securities Acquir Disposed of (D) (Instr. 3, 4 and		5. Am Se Be Ow of (I
1. Title of Security				A)	
(Instr. 3)	(Month/Day/Year)			D)	
Common Stock, par value \$.001					
Reminder: Report on a separate owned directly or indirectly.	e line for each cla	ss of securit	ies beneficially		

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valid OMB control number. SEC1474 (3-99)

FORM 4 (continued)

5(b)(v).

Table II -- Derivative Securities Beneficially Owned

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(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	Price of Deriv- ative Secur-	Date (Month/ Day/	action Code (Instr. 8)	(Instr 4, and	tive ties ed (A) posed . 3, 5)	Exercisa Expirati (Month/D Date Exer-	on Date Day/Year) Expira- tion		ying es 3 and 4)
Options to acquire Common Stock (1)	\$10.00	5/28/02	A			5/28/03	5/28/12	Common Stock, par value \$.001	60,000

Explanation of Responses

- (1) These options were granted upon employment with Genta Incorporated. These options vest equally over the next four (4) years.
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ Bharat M. Mehta	June 7, 2002
** Signature of Reporting Person	Date

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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