LEWIS JONATHAN
Form 4
June 19, 2007

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS JONATHAN

(Last) (First) (Middle)

1180 AVENUE OF THE AMERICAS, 19TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ZIOPHARM ONCOLOGY INC [ZIOP]

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO

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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.001 par value								2,000	D	

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

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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)	$ 0.08							01/08/2007	01/08/2014	Common Stock	25,674
Stock Option (right to buy)	$ 0.08							01/27/2007	01/27/2014	Common Stock	242,979
Stock Option (right to buy)	$ 4.31							01/27/2007	06/08/2015	Common Stock	87,789
Stock Option (right to buy)	$ 4.31							01/27/2007	09/13/2015	Common Stock	54,161
Stock Option (right to buy)	$ 5.01							04/26/2006	04/26/2016	Common Stock	139,315
Stock Option (right to buy)	$ 5.01							04/26/2006	04/26/2016	Common Stock	75,000
Stock Option (right to buy)	$ 6.49							(1)	12/13/2016	Common Stock	30,000
Stock Option (right to buy)	$ 4.85	06/18/2007		A		35,000		(2)	06/18/2017	Common Stock	35,000

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	06/19/2007
**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) 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.

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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