ZIOPHARM ONCOLOGY INC

Form 4/A April 27, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **LEWIS JONATHAN**

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ZIOPHARM ONCOLOGY INC

(Check all applicable)

[ZIOP]

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify below) below)

CEO

1180 AVENUE OF THE AMERICAS, 19TH FLOOR

4. If Amendment, Date Original

(Month/Day/Year)

09/13/2005

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

09/15/2005

NEW YORK, NY 10036

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

0

(Instr. 3 and 4)

Code V Amount (D) Price

Common Stock,

(Month/Day/Year)

D

\$.001 par value

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (E) (Instr. 3, 4, and 5)	Expiration D (Month/Day or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 0.08	09/13/2005		<u>J(1)</u>	25,674	<u>(2)</u>	01/08/2014	Common Stock	25,674	
Stock Option (right to buy)	\$ 0.08	09/13/2005		<u>J(1)</u>	242,979	<u>(4)</u>	01/27/2014	Common Stock	242,979	
Stock Option (right to buy)	\$ 4.31 (3)	09/13/2005		<u>J(1)</u>	87,789	<u>(5)</u>	06/08/2015	Common Stock	87,789	
Stock Option (right to buy)	\$ 4.31 (3)	09/13/2005		J <u>(6)</u>	54,161	<u>(7)</u>	09/13/2015	Common Stock	54,161	

Reporting Owners

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

Signatures

/s/ Jonathan
Lewis

---Signature of Reporting Person

04/26/2006

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)

Reporting Owners 2

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Received in exchange for options to acquire shares of common stock of ZIOPHARM, Inc. in connection with a merger transaction involving ZIOPHARM, Inc. with ZIOPHARM Oncology, Inc. (f/k/a EasyWeb, Inc.) (the "Merger").

- (2) 8,558 shares vest on each of 1/8/05, 1/8/06 and 1/8/07.
- (3) Amendment filed to correct option exercise price mistated in previously filed Form.
- (4) 80,993 shares vest on each of 1/27/05, 1/27/06 and 1/27/07.
- (5) 29,263 shares vest on each of 6/8/05, 1/27/06 and 1/27/07.
- (6) Received pursuant to anti-dilution rights triggered upon the Merger.
- (7) 18,054 shares vest on each of 9/13/05 and 1/27/06; 18,053 shares vest on 1/27/07.

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.