

Onconova Therapeutics, Inc.
Form 4
August 01, 2013

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 *
Michael & Jane Hoffman 2013
Descendants

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)
712 FIFTH AVENUE, 36TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2013

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

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/30/2013		C		83,857	A	(1) 728,517
Common Stock	07/30/2013		C		105,363	A	(2) 833,880
Common Stock	07/30/2013		C		266,712	A	(3) 1,100,592
Common Stock	07/30/2013		C		476,087	A	(4) 1,576,679
Common Stock	07/30/2013		C		85,744	A	(5) 1,662,423

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Common Stock	07/30/2013	C	172,411	A	<u>(6)</u>	1,834,834	D
Common Stock	07/30/2013	C	226,024	A	<u>(7)</u>	2,060,858	D
Common Stock	07/30/2013	C	1,226,942	A	<u>(8)</u>	3,287,800	D
Common Stock	07/30/2013	P	1,000,000	A	\$ 15	4,287,800	D

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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Series B Convertible Preferred Stock	<u>(1)</u>	07/30/2013		C		99,350	<u>(1)</u>	<u>(1)</u>	Common Stock 83,8
Series C Convertible Preferred Stock	<u>(2)</u>	07/30/2013		C		140,449	<u>(2)</u>	<u>(2)</u>	Common Stock 105,3
Series D Convertible Preferred Stock	<u>(3)</u>	07/30/2013		C		355,528	<u>(3)</u>	<u>(3)</u>	Common Stock 266,7
Series E Covertible Preferred Stock	<u>(4)</u>	07/30/2013		C		634,625	<u>(4)</u>	<u>(4)</u>	Common Stock 476,0
Series F Convertible Preferred Stock	<u>(5)</u>	07/30/2013		C		111,227	<u>(5)</u>	<u>(5)</u>	Common Stock 85,7

Series G Convertible Preferred Stock	<u>(6)</u>	07/30/2013	C	229,825	<u>(6)</u>	<u>(6)</u>	Common Stock	172,4
Series H COnvertible Preferred Stock	<u>(7)</u>	07/30/2013	C	301,290	<u>(7)</u>	<u>(7)</u>	Common Stock	226,0
Series I Convertible Preferred Stock	<u>(8)</u>	07/30/2013	C	1,635,514	<u>(8)</u>	<u>(8)</u>	Common Stock	1,226

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Michael & Jane Hoffman 2013 Descendants 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019			X	

Signatures

/s/ Ajay Bansal, as attorney
in fact

07/30/2013

__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 Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- (2) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (3) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (4) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (5) The Series F Convertible Preferred Stock converted into Common Stock on a 0.77-for-1 basis and had no expiration date.
- (6) The Series G Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (7) The Series H Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration 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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