FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CH	HANGES	IN BENER	FICIAL	OWNERSH	4IP
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l	OMB APPRO	VAL
	OMB Number:	3235-0287
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	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) C/O ZIOPHARM ONCOLOGY, INC., ONE FIRST AVE., BLDG. 34 (Street) BOSTON MA 02129 (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) Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Disposed of, or Beneficially Owned 3. Date of Earliest Transaction (Month/Day/Year) EVP, CLO, and 6. Individual or Joint/Group Filing Line) X Form filed by One Reperson 5. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Securities Beneficially (D) (D) (Instr. 3, 4 and Securities Beneficially (D) (D) (Instr. 3, 5 and Securities Beneficially (D) (D) (Instr. 3, 5 and Securities Beneficially (D) (D) (Instr. 3, 4 and Securities Beneficially (D)	C/O ZIO ONE FIF	1. Name and Address of Reporting Person* BELBEL CAESAR J				2. Issuer Name and Ticker or Trading Symbol ZIOPHARM ONCOLOGY INC [ZIOP]							heck all ap Dire	plicable)	10% (Person(s) to Issuer 10% Owner Other (specify	
4. If Amendment, Date of Original Filed (Month/Day/Year) BOSTON MA O2129 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A. If Amendment, Date of Original Filed (Month/Day/Year) Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) A. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (A) or Price (D) (Instr. 3 and 4)	(Street)	C/O ZIOPHARM ONCOLOGY, INC.,											belo	,	and Secretary	,	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year)	(City)	(Street) BOSTON MA 02129				4. If Amendment, Date of Original Filed (Month/Day/Year)							X Form filed by One Reporting Person Form filed by More than One Reporting				
Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code V Amount Code Price Amount Code Code																	
Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4)	Date			Execution Date, ay/Year) if any		Transaction Disposed Of (Code (Instr. 5)					d Secur Benef Owne	ities Fricially (I d Following (I)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock 12/30/2011 A ⁽¹⁾ 21,578 A \$0.00 21,578								v	Amount			Price	Trans	action(s)		,	
	Common	n Stock	12/30/2	0/2011			A ⁽¹⁾ 21,5		21,578	8 A \$		\$0.0	00 2	21,578	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
Derivative Security (Instr. 3) Instr. 3) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Execution Date if any (Month/Day/Year) Execution Date if any (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount of Security (Instr. 3) Derivative Security (Instr. 3) Derivative Security (Instr. 3) Amount of Security (Instr. 3) Amount of Security (Instr. 5) Derivative Securities Underlying Derivative Security (Instr. 5) Amount of Security (Instr. 5) Amount or Number visually (Instr. 4)	Derivative Security	Conversion or Exercise (Month/Day/Year) Frice of Derivative Execution (Month/Day/Year)	on Date, Tra	ransactio ode (Inst	on of tr. Deri Secu Acqu (A) o Disp of (I	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date		Amount of Securities Underlying Derivative Security (Instr. and 4)		etr. 3	Derivative Security	derivative Securities Beneficially Owned Following Reported Transaction(s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

 $1.\ 7,193\ shares\ vest\ on\ each\ of\ 12/30/2012\ and\ 12/30/2013;\ and\ 7,192\ shares\ vest\ on\ 12/30/2014.$

Remarks:

/s/ Caesar J. Belbel

01/04/2012

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.