

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>LEWIS JONATHAN</u>  (Last) (First) (Middle) <u>1180 AVENUE OF THE AMERICAS, 19TH FLOOR</u>  (Street) <u>NEW YORK NY 10036</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ZIOPHARM ONCOLOGY INC [ ZIOP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/13/2005</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>09/15/2005</u>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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								0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.08	09/13/2005		J <sup>(1)</sup>		25,674		(2)	01/08/2014	Common Stock	25,674	(1)	25,674	D	
Stock Option (right to buy)	\$0.08	09/13/2005		J <sup>(1)</sup>		242,979		(4)	01/27/2014	Common Stock	242,979	(1)	242,979	D	
Stock Option (right to buy)	\$4.31 <sup>(3)</sup>	09/13/2005		J <sup>(1)</sup>		87,789		(5)	06/08/2015	Common Stock	87,789	(1)	87,789	D	
Stock Option (right to buy)	\$4.31 <sup>(3)</sup>	09/13/2005		J <sup>(6)</sup>		54,161		(7)	09/13/2015	Common Stock	54,161	\$0	54,161	D	

**Explanation of Responses:**

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

/s/ Jonathan Lewis

04/26/2006

\*\* 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.**