

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* LEWIS JONATHAN			2. Issuer Name and Ticker or Trading Symbol ZIOPHARM ONCOLOGY INC [ZIOP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
1180 AVENUE OF THE AMERICAS, 19TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(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, \$.001 par value								450	I	By Children ⁽⁵⁾
Common Stock, \$.001 par value	12/31/2010		F ⁽⁶⁾		21,475	D	\$4.77	494,700	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							01/08/2007	01/08/2014	Common Stock	25,674		25,674	D	
Stock Option (right to buy)	\$0.08							01/27/2007	01/27/2014	Common Stock	242,979		242,979	D	
Stock Option (right to buy)	\$4.31							01/27/2007	06/08/2015	Common Stock	87,789		87,789	D	
Stock Option (right to buy)	\$4.31							01/27/2007	09/13/2015	Common Stock	54,161		54,161	D	
Stock Option (right to buy)	\$5.01							04/26/2006	04/26/2016	Common Stock	139,315		139,315	D	
Stock Option (right to buy)	\$5.01							04/26/2006	04/26/2016	Common Stock	75,000		75,000	D	
Stock Option (right to buy)	\$6.49							(1)	12/13/2016	Common Stock	30,000		30,000	D	
Stock Option (right to buy)	\$4.85							(2)	06/18/2017	Common Stock	35,000		35,000	D	
Stock Option (right to buy)	\$2.73							(3)	12/12/2017	Common Stock	100,000		100,000	D	
Stock Option (right to buy)	\$0.7							(4)	05/13/2019	Common Stock	100,000		100,000	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)	\$2.85							(7)	12/31/2019	Common Stock	150,000		150,000	D	
Stock Option (right to buy)	\$4.77	12/31/2010		D		150,000		(8)	12/31/2020	Common Stock	150,000	\$0	150,000	D	

Explanation of Responses:

- 10,000 shares vest on each of 12/13/07, 12/13/08 and 12/13/09.
- 11,667 shares vest on each of 6/18/08 and 6/18/09; 11,666 shares vest on 6/18/10.
- 33,334 shares vest on 12/12/08; 33,333 shares vest on each of 12/12/09 and 12/12/10.
- 25,000 shares vest immediately, 25,000 shares vest on each of 8/13/2009, 11/13/2009 and 2/13/2010.
- By the Reporting Person as custodian for his minor children under the Connecticut Uniform Gifts to Minors Act.
- Disposition represents shares forfeited to satisfy withholding tax obligations upon the vesting of a restricted stock grant.
- 50,000 shares vest on each of 12/31/2010, 12/31/2011 and 12/31/2012.
- 50,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

/s/ Jonathan Lewis

01/03/2011

** 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.

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