

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* <u>BRENNAN MURRAY</u> (Last) (First) (Middle) <u>MEMORIAL SLOAN KETTERING CANCER CENTER</u> <u>1275 YORK AVENUE</u> (Street) <u>NEW YORK NY 10021</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ZIOPHARM ONCOLOGY INC [ZIOP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	05/09/2011		S ⁽¹⁾		15,000	D	\$6.5743 ⁽¹⁾	52,500 ⁽⁷⁾	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					
Director Stock Option	\$4.31							12/22/2006	12/22/2014	Common Stock, \$.001 par value	15,029	15,029	D	
Stock Option (right to buy)	\$5.01							04/26/2006	04/26/2016	Common Stock	15,000	15,000	D	
Stock Option (right to buy)	\$6.49							12/13/2009	12/13/2016	Common Stock	15,000	15,000	D	
Stock Option (right to buy)	\$4.85							(2)	06/18/2017	Common Stock	15,000	15,000	D	
Stock Option (right to buy)	\$2.73							(3)	12/12/2017	Common Stock	20,000	20,000	D	
Stock Option (right to buy)	\$0.7							(4)	05/13/2019	Common Stock	15,000	15,000	D	
Stock Option (right to buy)	\$2.85							(5)	12/31/2019	Common Stock, \$.001 par value	7,500	7,500	D	
Stock Option (right to buy)	\$5.09							03/31/2011	03/31/2020	Common Stock, \$.001 par value	15,000	15,000	D	
Stock Option (right to buy)	\$4.77							(6)	12/31/2020	Common Stock	30,000	30,000	D	

Explanation of Responses:

1. Proceeds from the sales reported on this form were used to offset the reporting person's payment of tax obligations triggered by the vesting of previously awarded restricted stock. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.55 to \$6.62, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.

2. 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.

3. 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.

4. 5,000 shares vest on each of 12/31/09, 6/30/10 and 12/31/10.

5. 3,750 shares vest on each of 12/31/2010 and 12/31/2011.

6. 10,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

7. Includes grants of restricted stock with restrictions that lapsed as to 3,750 shares on December 31, 2010 and as to 15,000 shares on March 31, 2011; and restrictions that will lapse as to 3,750 shares on December 31, 2011.

/s/ Murray Brennan

05/10/2011

** 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.

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.