

**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* <b>MCINERNEY TIMOTHY</b>			2. Issuer Name and Ticker or Trading Symbol <b>ZIOPHARM ONCOLOGY INC [ ZIOP ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2010</b>			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		
<b>ONE COVENTRY LANE</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>HOPEWELL NJ 08525</b>							
(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								230,705 <sup>(1)</sup>	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
Warrants to Purchase Common Stock	\$4.75							09/13/2005	05/31/2012	Common Stock, \$.001 par value		20,767		D	
Director Stock Option (right to buy)	\$4.31							07/20/2007	07/20/2015	Common Stock, \$.001 par value		15,029		D	
Director Stock Option (right to buy)	\$5.01							04/26/2006	04/26/2016	Common Stock		15,000		D	
Warrants to Purchase Common Stock	\$5.09							05/03/2006	05/03/2013	Common Stock, \$.001 par value		80,737		D	
Director Stock Option (right to buy)	\$6.49							12/13/2009	12/13/2016	Common Stock		15,000		D	
Warrant	\$5.75							02/23/2007	02/23/2012	Common Stock		35,739		D	
Stock Option (right to buy)	\$4.85							(2)	06/18/2017	Common Stock		15,000		D	
Stock Option (right to buy)	\$2.73							(3)	12/12/2017	Common Stock		20,000		D	
Stock Option (right to buy)	\$0.7							(4)	05/13/2019	Common Stock		15,000		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				
Warrants to purchase common stock	\$2.04							09/15/2009	09/15/2014	Common Stock, \$,001 par value	50,000		50,000	D	
Warrants to purchase common stock	\$2.04							09/15/2009	09/15/2014	Common Stock	40,298		40,298	D	
Warrants to Purchase Common Stock	\$4.02							12/09/2009	12/09/2014	Common Stock	25,000		25,000	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	
Warrants to purchase Common Stock	\$4.02							04/14/2010	12/09/2014	Common Stock	29,898		29,898	D	
Stock Option (right to buy)	\$4.77	12/31/2010		A		30,000		(6)	12/31/2020	Common Stock	30,000	\$0	30,000	D	

**Explanation of Responses:**

- Includes grants of restricted stock with restrictions that lapsed as to 3,750 shares on December 31, 2010 and restrictions that will lapse as to 15,000 shares on March 31, 2011 and as to 3,750 shares on December 31, 2011.
- 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
- 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
- 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
- 3,750 shares vest on each of 12/31/2010 and 12/31/2011.
- 10,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

/s/ Timothy McInerney

01/03/2010

\*\* 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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