

Edgar Filing: GRANT STEFAN C - Form 3

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)
2. Amount of Securities Beneficially Owned (Instr. 4)
3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)
4. Nature of Security (Instr. 6)

(Over)

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Date Exercisable and Expiration Date (Month/Day/Year)
3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)
4. Conversion or Exercise Price

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1. Title of Derivative Security (Instr. 4)	Exercisable	Expiration Date	Title	of Shares	Derivative Security
Options to acquire Common Stock (1)	4/26/03	4/26/12	Common Stock, par value \$.001	60,000	\$11.72

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

Explanation of Responses:

- (1) These options were granted upon employment with Genta Incorporated. These options vest equally over the next four (4) years.

/s/ Stefan C. Grant
December 16, 2002

**Signature of Reporting Person
Date

* If the Form is filed by more than one reporting person, see Instruction 5(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 provided is insufficient, see Instruction 6 for procedure.