

Onconova Therapeutics, Inc.
Form 4
August 01, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kumar Ramesh

2. Issuer Name and Ticker or Trading Symbol
Onconova Therapeutics, Inc.
[ONTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

C/O ONCONOVA
THERAPEUTICS, INC., 375
PHEASANT RUN

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEWTOWN, PA 18940

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/30/2013		C	3,748 A (1) 246,696		D (10)	
Common Stock	07/30/2013		C	17,424 A (2) 264,120		D (10)	
Common Stock	07/30/2013		C	737 A (3) 264,857		D (10)	
Common Stock	07/30/2013		C	1,657 A (4) 266,514		D (10)	
	07/30/2013		C	811 A (5) 267,325		D (10)	

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Common Stock								
Common Stock	07/30/2013		C	385	A	(6)	267,710	D (10)
Common Stock	07/30/2013		C	573	A	(7)	268,283	D (10)
Common Stock	07/30/2013		C	375	A	(8)	268,658	D (10)
Common Stock	07/30/2013		C	75	A	(9)	268,733	D (10)
Common Stock	07/30/2013		P	6,667	A	\$ 15	275,400	D (10)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	07/30/2013		C	4,667	(1)	(1)	Common Stock	3,748
Series B Convertible Preferred Stock	(2)	07/30/2013		C	20,645	(2)	(2)	Common Stock	17,424
Series C Convertible Preferred Stock	(3)	07/30/2013		C	983	(3)	(3)	Common Stock	737
	(4)	07/30/2013		C	2,209	(4)	(4)		1,657

Series D Convertible Preferred Stock								Common Stock	
Series E Convertible Preferred Stock	(5)	07/30/2013	C	1,084	(5)	(5)		Common Stock	811
Series F Convertible Preferred Stock	(6)	07/30/2013	C	500	(6)	(6)		Common Stock	385
Series G Convertible Preferred Stock	(7)	07/30/2013	C	765	(7)	(7)		Common Stock	573
Series H Convertible Preferred Stock	(8)	07/30/2013	C	500	(8)	(8)		Common Stock	375
Series I Convertible Preferred Stock	(9)	07/30/2013	C	100	(9)	(9)		Common Stock	75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kumar Ramesh C/O ONCONOVA THERAPEUTICS, INC. 375 PHEASANT RUN NEWTOWN, PA 18940	X		President and CEO	

Signatures

/s/ Ramesh
Kumar

07/30/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The Series A Convertible Preferred Stock converted into Common Stock on a 0.80-for-1 basis and had no expiration date.
- (2) The Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.

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- (3) The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (4) The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (5) The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (6) The Series F Convertible Preferred Stock converted into Common Stock on a 0.77-for-1 basis and had no expiration date.
- (7) The Series G Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (8) The Series H Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (9) The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- (10) 150,037 shares are held indirectly by the Ramesh Kumar 2012 Trust, of which the reporting person is a trustee.

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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