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INTROGEN THERAPEUTICS INC

Form 10-Q/A

November 14, 2002

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

FORM 10-Q/A

Amendment No. 1 to

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
----- EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2002

OR

----- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____.

COMMISSION FILE NUMBER: 000-21291

INTROGEN THERAPEUTICS, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE 74-2704230
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification Number)

301 CONGRESS AVENUE, SUITE 1850
AUSTIN, TEXAS 78701
(Address of principal executive offices, including zip code)

(512) 708-9310
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant: (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for shorter period that the Registrant
was required to file such reports), and (2) has been subject to such filing
requirements for the past 90 days. Yes X No
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As of September 30, 2002, the Registrant had 21,464,748 shares of its common
stock, \$0.001 par value per share, issued and outstanding.

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EXPLANATORY NOTE

This Form 10-Q/A is being filed as Amendment No. 1 to the Form 10-Q of Introgen Therapeutics, Inc. ("Introgen") filed with the Securities and Exchange Commission on November 13, 2002 ("Form 10-Q") for the purpose of adding Item 4 of Part I, Controls and Procedures, which was inadvertently omitted from Introgen's Form 10-Q. Except as set forth in this explanatory note, there are no changes to the Form 10-Q.

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PART I FINANCIAL INFORMATION

ITEM 4. CONTROLS AND PROCEDURES.

Within 90 days prior to the date of filing this report, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended). Based on and as of the time of such evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective in timely alerting them to material information relating to the company required to be included in our reports filed or submitted under the Securities Exchange Act of 1934, as amended. There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls and procedures subsequent to the time of such evaluation.

PART II OTHER INFORMATION

No changes.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

INTROGEN THERAPEUTICS, INC.

Date: November 14, 2002

By: /s/ JAMES W. ALBRECHT, JR.

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James W. Albrecht, Jr.
On behalf of the Registrant and as Chief
Financial Officer (Principal Financial and
Accounting Officer)

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CERTIFICATIONS

I, David G. Nance, certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q/A of Introgen Therapeutics, Inc.;
2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of Introgen as of, and for, the periods presented in this Quarterly Report;
4. Introgen's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for Introgen and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to Introgen, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
 - b) evaluated the effectiveness of Introgen's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Quarterly Report (the "Evaluation Date"); and
 - c) presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. Introgen's other certifying officer and I have disclosed, based on our most recent evaluation, to Introgen's auditors and the audit committee of Introgen's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect Introgen's ability to record, process, summarize and report financial data and have identified for Introgen's auditors any material weaknesses in internal controls; and

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- b) any fraud, whether or not material, that involves management or other employees who have a significant role in Introgen's internal controls; and
6. Introgen's other certifying officer and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

By: /s/ DAVID G. NANCE

David G. Nance
Chief Executive Officer

I, James W. Albrecht, Jr., certify that:

- 1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q/A of Introgen Therapeutics, Inc.;
- 2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of Introgen as of, and for, the periods presented in this Quarterly Report;
- 4. Introgen's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for Introgen and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to Introgen, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
 - b) evaluated the effectiveness of Introgen's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Quarterly Report (the "Evaluation Date"); and
 - c) presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
- 5. Introgen's other certifying officer and I have disclosed, based on our most recent evaluation, to Introgen's auditors and the audit committee of Introgen's board of directors (or persons performing the equivalent function):

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- a) all significant deficiencies in the design or operation of internal controls which could adversely affect Introgen's ability to record, process, summarize and report financial data and have identified for Introgen's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in Introgen's internal controls; and
6. Introgen's other certifying officer and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

By: /s/ JAMES W. ALBRECHT, JR.

James W. Albrecht, Jr.
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002