

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>BELBEL CAESAR J</b>  (Last) (First) (Middle) <b>C/O ZIOPHARM ONCOLOGY, INC.,</b> <b>ONE FIRST AVE., BLDG. 34</b>  (Street) <b>BOSTON MA 02129</b>  (City) (State) (Zip)	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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP, CLO, and Secretary</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2012</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/31/2012		F		2,284 <sup>(1)</sup>	D	\$4.21	58,187	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
Employee Stock Option (right to buy)	\$4.16	12/31/2012		A		150,000		(2)	12/31/2022	Common Stock	150,000	\$0.00	150,000	D	
Common Stock (tax withholding right)	\$4.21	12/31/2012		F		4,909 <sup>(3)</sup>		(4)	(4)	Common Stock	4,909	\$0.00	0	D	

**Explanation of Responses:**

- Represents shares withheld to satisfy withholding tax obligations upon the vesting of restricted stock grants.
- 50,000 shares shall vest on each of 12/31/2013, 12/31/2014 and 12/31/2015.
- Represents shares withheld to satisfy additional voluntary tax withholding obligations not in connection with the vesting of restricted stock grants.
- Not Applicable

**Remarks:**

/s/ Caesar J. Belbel 01/03/2013  
 \*\* 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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