

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>ROSENWALD LINDSAY A MD</u> (Last) (First) (Middle) <u>787 SEVENTH AVENUE, 48TH FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/13/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>ZIOPHARM ONCOLOGY INC [ESWB]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/22/2005</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Indirect Beneficial Ownership (Instr. 5)
<u>Common stock</u>	<u>476,678</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	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 of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Warrants</u>	<u>05/31/2005</u>	<u>05/31/2012</u>	<u>Common stock</u>	<u>221,011</u>	<u>4.75</u>	<u>D</u>	
<u>Warrants</u>	<u>12/23/2004</u>	<u>12/23/2011</u>	<u>Common stock</u>	<u>62,621</u>	<u>4.75</u>	<u>I</u>	<u>Owned by Paramount Biocapital Investments, LLC⁽¹⁾</u>
<u>Common stock</u>	<u>02/13/2006</u>	<u>(3)</u>	<u>Common stock</u>	<u>563,296</u>	<u>0.01</u>	<u>I</u>	<u>Owned by individuals and pledged to Lindsay A. Rosenwald, M.D. to secure certain obligations⁽²⁾</u>

Explanation of Responses:

1. These Warrants are held by Paramount Biocapital Investments, LLC, of which Dr. Rosenwald is managing member. Dr. Rosenwald disclaims beneficial ownership of these Warrants, except to the extent of his pecuniary interest therein, if any.
2. These Shares held by certain individuals and with respect to which Dr. Rosenwald has certain call rights pursuant to pledge agreements to secure certain obligations. Dr. Rosenwald disclaims beneficial ownership of these 563,296 pledged Shares, except to the extent of his pecuniary interest therein, if any.
3. These call rights expire upon satisfaction of certain obligations of Dr. Rosenwald to a third party and may be extended indefinitely, although such obligations are currently contemplated to be satisfied (or not satisfied) by December 31, 2007.

/s/ Lindsay A. Rosenwald,
M.D.

02/13/2006

** 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 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 is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.