

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person*</b> <u>KIRK RANDAL J</u>  (Last) (First) (Middle) <u>C/O THIRD SECURITY, LLC</u> <u>1881 GROVE AVENUE</u>  (Street) <u>RADFORD VA 24141</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ZIOPHARM ONCOLOGY INC [ ZIOP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/31/2015</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	12/31/2015		A		26,661 <sup>(1)</sup>	A	\$0	122,309	D	
Common Stock								3,479,685	I	by R.J. Kirk DOT <sup>(2)</sup>
Common Stock								23,349	I	by JPK 2008 <sup>(2)</sup>
Common Stock								23,504	I	by MGK 2008 <sup>(2)</sup>
Common Stock								40,954	I	by ZSK 2008 <sup>(2)</sup>
Common Stock								240	I	by Lotus <sup>(2)</sup>
Common Stock								53,245	I	by Staff 2001 <sup>(2)</sup>
Common Stock								9,537	I	by Sr. Staff <sup>(2)</sup>
Common Stock								337,333	I	by JPK 2009 <sup>(2)</sup>
Common Stock								358,386	I	by MGK 2009 <sup>(2)</sup>
Common Stock								34,318	I	by ZSK 2009 <sup>(2)</sup>
Common Stock								29,066	I	by ADC 2010 <sup>(2)</sup>
Common Stock								154,181	I	by MGK 2011 <sup>(2)</sup>
Common Stock								138,975	I	by JPK 2012 <sup>(2)</sup>
Common Stock								61,262	I	by Kellie L. Banks LTT <sup>(2)</sup>
Common Stock								2,359,608	I	by Kapital Joe <sup>(3)</sup>
Common Stock								889,513	I	by Mascara Kaboom <sup>(3)</sup>

**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								395,791	I	by Senior Staff 2008 <sup>(3)</sup>
Common Stock								222,680	I	by Staff 2010 <sup>(3)</sup>
Common Stock								111,339	I	by Incentive 2010 <sup>(3)</sup>
Common Stock								352,477	I	by Senior Staff 2007 <sup>(3)</sup>
Common Stock								176,238	I	by Staff 2007 <sup>(3)</sup>
Common Stock								58,746	I	by Incentive 2007 <sup>(3)</sup>
Common Stock								173,111	I	by Staff 2009 <sup>(3)</sup>
Common Stock								86,556	I	by Incentive 2009 <sup>(3)</sup>

**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					

**Explanation of Responses:**

- Restrictions related to the grant of restricted stock will lapse one year from the grant date.
- Randal J. Kirk controls each of Randal J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), Lotus Capital (2000) Co., Inc. ("Lotus"), Third Security Staff 2001 LLC ("Staff 2001"), Third Security Senior Staff LLC ("Sr. Staff"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), ZSK 2009, LLC ("ZSK 2009"), ADC 2010, LLC ("ADC 2010"), MGK 2011, LLC ("MGK 2011"), JPK 2012, LLC ("JPK 2012") and Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Randal J. Kirk controls each of Kapital Joe, LLC ("Kapital Joe"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), Third Security Senior Staff 2007 LLC ("Senior Staff 2007"), Third Security Staff 2007 LLC ("Staff 2007"), Third Security Incentive 2007 LLC ("Incentive 2007"), Third Security Staff 2009 LLC ("Staff 2009") and Third Security Incentive 2009 LLC ("Incentive 2009"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

**Remarks:**

/s/ Randal J. Kirk

01/04/2016

\*\* 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.

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.