

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Hoffman Michael B</u>  (Last) (First) (Middle) 712 FIFTH AVENUE, 36TH FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Onconova Therapeutics, Inc. [ ONTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2013	
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	07/30/2013		C		83,857	A	(1)	728,517	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		C		105,363	A	(2)	833,880	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		C		266,712	A	(3)	1,100,592	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		C		476,087	A	(4)	1,576,679	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		C		85,744	A	(5)	1,662,423	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		C		84,530	A	(5)	1,746,953	I	By The Michael and Jane Hoffman 2013 Descendants Trust (Non-GST Exempt Trust) <sup>(9)</sup>

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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	07/30/2013		C		172,411	A	(6)	1,919,364	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		C		226,024	A	(7)	2,145,388	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		C		1,226,942	A	(8)	3,372,330	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Common Stock	07/30/2013		P		1,000,000	A	\$15	4,372,330	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</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	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(1)	07/30/2013		C		99,350		(1)	(1)	Common Stock	83,857	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Series C Convertible Preferred Stock	(2)	07/30/2013		C		140,449		(2)	(2)	Common Stock	105,363	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Series D Convertible Preferred Stock	(3)	07/30/2013		C		355,528		(3)	(3)	Common Stock	266,712	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Series E Convertible Preferred Stock	(4)	07/30/2013		C		634,625		(4)	(4)	Common Stock	476,087	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Series F Convertible Preferred Stock	(5)	07/30/2013		C		111,227		(5)	(5)	Common Stock	85,744	\$0	109,653	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</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	Title	Amount or Number of Shares				
Series F Convertible Preferred Stock	(5)	07/30/2013		C			109,653	(5)	(5)	Common Stock	84,530	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust (Non-GST Exempt Trust) <sup>(9)</sup>
Series G Convertible Preferred Stock	(6)	07/30/2013		C			229,825	(6)	(6)	Common Stock	172,411	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Series H CConvertible Preferred Stock	(7)	07/30/2013		C			301,290	(7)	(7)	Common Stock	226,024	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>
Series I Convertible Preferred Stock	(8)	07/30/2013		C			1,635,514	(8)	(8)	Common Stock	1,226,942	\$0	0	I	By The Michael and Jane Hoffman 2013 Descendants Trust <sup>(9)</sup>

**Explanation of Responses:**

- The Series B Convertible Preferred Stock converted into Common Stock on a 0.85-for-1 basis and had no expiration date.
- The Series C Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- The Series D Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- The Series E Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- The Series F Convertible Preferred Stock converted into Common Stock on a 0.77-for-1 basis and had no expiration date.
- The Series G Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- The Series H Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- The Series I Convertible Preferred Stock converted into Common Stock on a 0.75-for-1 basis and had no expiration date.
- These shares are held in a trust for the benefit of the reporting person's descendants. The reporting person's spouse is a trustee of the trust.

/s/ Ajay Bansal, as attorney in fact

07/30/2013

\*\* 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.

**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.**