

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	
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1. Name and Address of Reporting Person * <u>Kumar Ramesh</u> (Last) (First) (Middle) <u>C/O ONCONOVA THERAPEUTICS, INC.</u> <u>375 PHEASANT RUN</u> (Street) <u>NEWTOWN PA 18940</u> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2014</u>	
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	01/30/2014		M ⁽⁴⁾		5,256	A	\$2.67	281,756	D ⁽⁵⁾	
Common Stock	01/30/2014		M ⁽⁴⁾		14,744	A	\$6	296,500	D ⁽⁵⁾	
Common Stock	01/30/2014		S ⁽⁴⁾		20,000	D	\$15.05 ⁽⁴⁾	276,500	D ⁽⁵⁾	
Common Stock	01/31/2014		M ⁽⁴⁾		20,000	A	\$6	296,500	D ⁽⁵⁾	
Common Stock	01/31/2014		S ⁽⁴⁾		20,000	D	\$15.03 ⁽²⁾	276,500	D ⁽⁵⁾	
Common Stock	02/03/2014		M ⁽⁴⁾		20,000	A	\$6	296,500	D ⁽⁵⁾	
Common Stock	02/03/2014		S ⁽⁴⁾		20,000	D	\$15.07 ⁽³⁾	276,500	D ⁽⁵⁾	

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				
Stock Option (right to buy)	\$2.67	01/30/2014		M ⁽⁴⁾			5,256	01/01/2006	01/01/2016	Common Stock	5,256	\$0	0	D	
Stock Option (right to buy)	\$6	01/30/2014		M ⁽⁴⁾			14,744	04/01/2011	04/01/2017	Common Stock	14,744	\$0	90,282	D	
Stock Option (right to buy)	\$6	01/31/2014		M ⁽⁴⁾			20,000	04/01/2011	04/01/2017	Common Stock	20,000	\$0	70,282	D	
Stock Option (right to buy)	\$6	02/03/2014		M ⁽⁴⁾			20,000	04/01/2011	04/01/2017	Common Stock	20,000	\$0	50,282	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.19, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.11, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.30, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- All the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- 150,037 shares are held indirectly by the Ramesh Kumar 2012 Trust, of which the reporting person is a trustee.

[fact](#)

** 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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