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GENTA INCORPORATED /DE/
 Form 3
 April 17, 2002

 FORM 3

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U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f)
 of the Investment Company Act of 1940

(Print or Type Response)

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* Watson Douglas G. ----- (Last) (First) (Middle) c/o Genta Incorporated Two Connell Drive ----- (Street) Berkeley Heights NJ 07922 ----- (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 4/10/2002 ----- 3. IRS Identification Number of Reporting Person, if an entity (voluntary) ----- | 4. Issuer Name and Ticker Trading Symbol Genta Incorporated (Nasdaq: GNTA) ----- 5. Relationship of Reporting Persons to Issuer (Check all applicable) X Director ----- Officer ----- (give title below) |
|---|---|--|

TABLE 1 -- 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) |
|------------------------------------|---|---|

Common Stock, par value \$.001

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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).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE
 REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER

FORM 3 (CONTINUED)

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 |
|---|---|--|--|
| | Date Exercisable Date | Title | Amount or Number of Shares |

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal
 Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Douglas G. W

 **Signature of Reporting Person

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Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, See Instruction 6 for procedure.
Potential persons who are to respond to the collection of information
contained in this form are not required to respond unless the form
displays a currently valid OMB Number.

(Print or Type Responses)