

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

**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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Cooper Laurence James Neil</u><br><br>(Last) (First) (Middle)<br>C/O ZIOPHARM ONCOLOGY, INC.<br>ONE FIRST AVENUE, PARRIS BLDG. 34<br><br>(Street)<br>BOSTON MA 02129<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ZIOPHARM ONCOLOGY INC [ ZIOP ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/06/2019</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                    | 01/06/2019                           |  | A                              |   | 337,266 <sup>(1)</sup>  | A          | \$0.00 | 1,518,075   | D  |   |
| Common Stock                    | 01/06/2019                           |  | A                              |   | 446,428 <sup>(2)</sup>  | A          | \$0.00 | 1,964,503   | D  |   |
| Common Stock                    | 01/06/2019                           |  | F                              |   | 165,178 <sup>(3)</sup>  | D          | \$2.24 | 1,799,325   | D  |   |

**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 |
| Employee Stock Option (right to buy)       | \$2.24   | 01/06/2019                           |  | A                              |   | 531,813  |     | (4)  | 01/06/2029      | Common Stock  | 531,813                                    | \$0.00   | 531,813   | D  |       |

**Explanation of Responses:**

- 112,422 shares shall vest on each of 12/31/2019, 12/31/2020 and 12/31/2021.
- Pursuant to the Issuer's option plan, the Reporting Person elected to receive fully vested shares of Common Stock in lieu of a cash bonus.
- Represents shares withheld to satisfy withholding tax obligations upon the vesting of restricted stock grant.
- 1/12th of the shares underlying this option will vest in equal quarterly installments commencing one quarterly period after 12/31/2018.

**Remarks:**

/s/ Kevin Lafond, Attorney-in-Fact 01/08/2019

\*\* 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.