INTROGEN THERAPEUTICS INC

Form 4

October 26, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

0.5

January 31, Expires:

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NANCE DAVID G

INTROGEN THERAPEUTICS INC [INGN]

below)

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

10/26/2005

_X__ Director X 10% Owner X_ Officer (give title Other (specify

CEO & President

301 CONGRESS AVENUE, SUITE

(Street)

(State)

1850

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

AUSTIN, TX 78701

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
(,		(Month/Day/Year)	(Instr. 8)	(,		- /	Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
common stock	10/26/2005		A	56,090 (1)	A	\$ 0.001 (2)	2,294,791	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option (3)	\$ 0.391	09/29/2005		J <u>(4)</u>		96,000	09/29/1995	09/29/2005	common stock	96,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
NANCE DAVID G 301 CONGRESS AVENUE SUITE 1850 AUSTIN, TX 78701	X	X	CEO & President					

Signatures

/s/ David G.
Nance

**Signature of Reporting Person

10/26/2005

Date

Explanation of Responses:

- * 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).
- (1) This represents the net number of shares issued to Mr. Nance after withholding a number of shares with a value equal to his tax obligation with respect to the shares acquired.
- (2) The purchase price for the shares has been paid by the reporting person via services previously rendered to the Company. The \$0.001 represents the par value per share
- (3) Right to buy.

On September 29, 2005, options held by reporting person to purchase 96,000 shares of Company common stock expired prior to any exercise thereof. Pursuant to Exchange Act Rule 16a-4(d), the expiration if such options for no value is not reportable. Reporting person is voluntarily reporting such expiration.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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