

# FORM 5

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

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * <b>Ahn Chang Ho</b>			2. Issuer Name and Ticker or Trading Symbol <b>REXAHN PHARMACEUTICALS, INC. [RNN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman &amp; CEO</b>		
(Last) (First) (Middle) <b>C/O REXAHN PHARMACEUTICALS, INC., 9620 MEDICAL CENTER DRIVE</b>			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2008</b>					
(Street) <b>ROCKVILLE, MD 20850</b>			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/21/2008		G	250,000	D	\$ (1)	13,260,000	D	
Common Stock							500,000 (2)	I	Owned by spouse

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

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**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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						(A)	(D)	Date Exercisable	Expiration Date					Title
Non-statutory stock option	\$ 0.78	12/11/2008		A4	500,000	(3)		12/11/2018	Common Stock	500,000	\$ 0	500,000	D	
Non-statutory stock option	\$ 0.78	12/11/2008		A4	5,000	(3)		12/11/2018	Common Stock	5,000 (2)	\$ 0	5,000 (2)	I	Owned by spouse
Non-statutory stock option	\$ 0.80					(4)		01/20/2015	Common Stock	1,000,000		1,000,000	D	
Non-statutory stock option	\$ 0.80					(4)		01/20/2015	Common Stock	500,000 (2)		500,000 (2)	I	Owned by spouse

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ahn Chang Ho C/O REXAHN PHARMACEUTICALS, INC. 9620 MEDICAL CENTER DRIVE ROCKVILLE, MD 20850	X		Chairman & CEO	

## Signatures

/s/ Tae Heum Jeong, attorney-in-fact	01/27/2009
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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 transaction is a bona fide gift; as such, no price is required.

(2) Dr. Ahn disclaims beneficial ownership of these shares.

(3) These options will vest and become exercisable as to 30% of the options on December 11, 2009; another 30% of the options December 11, 2010; and the remaining 40% of the options on December 11, 2011.

(4) These options became fully vested and exercisable as of January 20, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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