

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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 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

(Print or Type Responses)

| | | | | | | | | |
|---|---|------------------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * McIntosh David M | | | 2. Issuer Name and Ticker or Trading Symbol REXAHN PHARMACEUTICALS, INC. [RNN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) C/O | (First) REXAHN PHARMACETICALS, INC., | (Middle) 9620 | 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2009 | | | | | |
| (Street) MEDICAL CENTER DRIVE | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(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) ROCKVILLE, MD | | | (State) 20850 | | | (Zip) | | |

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 | | | |

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

SEC 1474 (9-02)
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 control number.

**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 Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Ownership (Instr. 4) | |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------------|--|---|---|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Options (right to buy) | \$ 0.80 | | | | | | | (1) | 04/20/2014 | Common Stock | 125,000 | 125,000 | D | | |
| Stock Options (right to buy) | \$ 3 | | | | | | | | 09/12/2006 09/12/2015 | Common Stock | 20,000 | 20,000 | D | | |
| Stock Options (right to buy) | \$ 1.20 | | | | | | | | 05/01/2007 05/01/2016 | Common Stock | 20,000 | 20,000 | D | | |
| Stock Options (right to buy) | \$ 1.40 | | | | | | | | 06/11/2008 06/11/2017 | Common Stock | 20,000 | 20,000 | D | | |
| Stock Options (right to buy) | \$ 3.24 | | | | | | | (2) | 06/30/2018 | Common Stock | 20,000 | 20,000 | D | | |
| Stock Options (right to buy) | \$ 1.28 | 06/01/2009 | | A | | 20,000 | | (3) | 06/19/2019 | Common Stock | 20,000 | \$ 0 | 20,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McIntosh David M C/O REXAHN PHARMACETICALS, INC. 9620 MEDICAL CENTER DRIVE ROCKVILLE, MD 20850 | X | | | |

Signatures

| | |
|---|------------|
| /s/ Tae Heum Jeong, as attorney-in-fact for David M. McIntosh | 06/02/2009 |
|  Signature of Reporting Person | 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) 30% of the options vested and became exercisable on April 20, 2005; another 30% of the options vested and became exercisable on April 20, 2006; and the remaining 40% of the options vested and became exercisable on April 20, 2007.

(2) These options vest and become exercisable in full on June 30, 2009.

(3) These options vest and become exercisable in full on June 1, 2010.

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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