## 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).

(Print or Type Responses)

#### 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

I. Name and Address of Reporting Person – Beever Charles				REXAHN PHARMACEUTICALS, INC. [RNN]						n	(Check all applicable)  X Director 10% Owner					
(Last) (First) (Middle) C/O REXAHN PHARMACEUTICALS,			3. Date of Earliest Transaction (Month/Day/Year) 06/11/2013							XDirector 10% Owner Officer (give title below) Other (specify below)						
		GROVE ROAL	D, SUITE 455				4- 0	- i1 mil.	la c	-		r., dia i d	- I-: //C	P.II.		,
(Street) ROCKVILLE, MD 20850			ŕ	4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(Cit		(State)	(Zip)			Ta	ble I	- Non-Der	ivativ	e Securities	Acquired	l, Disposed	of, or Bene	eficially Ow	ned	
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year			2A. Deemed Execution Date, if		d Date, if	(Instr. 8)		4. Sec (A) o	r Disposed of 3, 4 and 5)	aired 5. Amount of		Securities Beneficially wing Reported		6. Ownership Form: 7.	Nature Indirect eneficial wnership	
						Со	Code V		(A) or (D)	Price		(I)		or Indirect (I (I) (Instr. 4)	nstr. 4)	
Common	Stock										10	,000			D	
Reminder:	Report on a	separate line for eac	h class of securities					Perso conta form	ons w ined i displa	ho respondin this formal this	n are no ently vali	t required d OMB co	to respon	d unless tl		74 (9-02)
	1.		(	e.g., put		lls, war	rants,	options,	conver	tible securi	ties)		l	la x-	a Lu	1
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		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)		Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficia Ownersh (Instr. 4)
				Code	V	(A)	(D)	Date Exercisab		xpiration Date	Title	Amount or Number of Shares				
Stock Options (right- to-buy)	\$ 0.5	06/11/2013		A		60,000		(1)	0	6/11/2023	Commo	on 60,000	\$ 0	60,000	D	
Stock Options (right- to-buy)	\$ 0.38							<u>(2)</u>	0	6/18/2022	Commo	- 120.000		20,000	D	
Stock Options (right- to-buy)	\$ 1.25							06/06/20	012 0	6/06/2021	Commo Stock	170 000		20,000	D	
Stock Options (right- to-buy)	\$ 1.17							06/14/20	011 0	6/14/2020	Commo Stock	- 1701 0000		20,000	D	
Stock Options (right- to-buy)	\$ 1.28							06/01/20	010	6/01/2019	Commo Stock			20,000	D	
Stock Options (right- to-buy)	\$ 3.24							06/30/20	009 0	6/30/2018	Commo Stock	20.000		20,000	D	
Stock Options (right- to-buy)	\$ 1.40							06/11/20	0 800	6/11/2017	Commo Stock	20.000		20,000	D	
Stock Options (right-	\$ 1.20							05/01/20	007 0	5/01/2016	Commo Stock			20,000	D	

to-buy)							

### **Reporting Owners**

Donastina Comerci Nama / Adduses	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Beever Charles C/O REXAHN PHARMACEUTICALS, INC 15245 SHADY GROVE ROAD, SUITE 455 ROCKVILLE, MD 20850	X						

### **Signatures**

/s/ Tae Heum Jeong, as attorney-in-fact for Charles Beever	06/13/2013
**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) These options vest and become exercisable in full on June 11, 2014.
- (2) These options vest and become exercisable in full on June 18, 2013.

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.