

# 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

**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

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)

1. Name and Address of Reporting Person * <b>Jeong Tae Heum</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Financial Officer</b>		
(Last) (First) (Middle) <b>C/O REXAHN PHARMACEUTICALS, INC., 15245 SHADY GROVE ROAD, SUITE 455</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>09/09/2013</b>					
(Street) <b>ROCKVILLE, MD 20850</b>			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) (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 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	09/09/2013		M		150,000	A	\$ 0.24	655,000	D	
Common Stock	09/09/2013		F		78,861 <u>(1)</u>	D	\$ 0.4565	576,139	D	
Common Stock	09/09/2013		S		71,139	D	\$ 0.4565	505,000	D	

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)				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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$ 0.31							<u>(2)</u>	03/01/2023	Common Stock	250,000		250,000	D	
Stock Option (right to purchase)	\$ 0.78							<u>(3)</u>	12/11/2018	Common Stock	250,000		250,000	D	
Stock Option (right to purchase)	\$ 0.8							<u>(4)</u>	01/20/2015	Common Stock	500,000		500,000	D	
Stock Option (right to purchase)	\$ 0.8								12/01/2005	10/04/2013 <u>(5)</u>	Common Stock	100,000	100,000	D	
Stock Option (right to purchase)	\$ 0.24	09/09/2013		M			150,000	<u>(6)</u>	10/04/2013 <u>(5)</u>	Common Stock	150,000	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jeong Tae Heum C/O REXAHN PHARMACEUTICALS, INC. 15245 SHADY GROVE ROAD, SUITE 455 ROCKVILLE, MD 20850			Chief Financial Officer	

## Signatures

/s/ Tae Heum Jeong	09/11/2013
<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) Reflects shares withheld by the issuer at the weighted average sales price of 0.4565 per share to fund the cashless exercise of 150,000 options.
- (2) Options will vest and be exercisable based on the following schedule: 75,000 on March 1, 2014, 75,000 on March 1, 2015, and 100,000 on March 1, 2016.
- (3) Options vested and became exercisable based on the following schedule 75,000 on December 11, 2009, 75,000 on December 11, 2010, and 100,000 on December 11, 2011.
- (4) Options vested and became exercisable based on the following schedule 150,000 on January 20, 2006, 150,000 on January 20, 2007, and 200,000 on January 20, 2008.
- (5) Options were due to expire on August 5, 2003, however, the Compensation Committee of the Board of Directors of Rexahn Pharmaceuticals, Inc. (the "Company") extended the expiration date because the Company was in a blackout period at that time. The expiration date was extended to 30 days from the end of the blackout period, which is October 4, 2013.
- (6) Options vested and became exercisable based on the following schedule 75,000 on December 1, 2003 and 75,000 on December 1, 2004.

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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