**Beever Charles** Form 4 June 08, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 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

**Beever Charles** 

REXAHN PHARMACEUTICALS,

(Check all applicable)

INC. [RNN]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify

C/O REXAHN 06/06/2011

PHARMACEUTICALS, INC, 15245 SHADY GROVE ROAD, SUITE

(Street)

455

Stock

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ROCKVILLE, MD 20850

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 10,000

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

SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Stock Options (right-to-buy)	\$ 1.25	06/06/2011		A	20,000	<u>(1)</u>	06/06/2021	Common Stock	20,
Stock Options (right-to-buy)	\$ 1.17					(2)	06/14/2020	Common Stock	20,
Stock Options (right-to-buy)	\$ 1.28					06/01/2010	06/01/2019	Common Stock	20,
Stock Options (right-to-buy)	\$ 3.24					06/30/2009	06/30/2018	Common Stock	20,
Stock Options (right-to-buy)	\$ 1.4					06/11/2008	06/11/2017	Common Stock	20,
Stock Options (right-to-buy)	\$ 1.2					05/01/2007	05/01/2016	Common Stock	20,

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
. 0	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 06/08/2011 Beever \*\*Signature of Reporting Person

# **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).
- These options vest and become exercisable in full on June 6, 2012.
- (2) These options vest and become exercisable in full on June 14, 2011.

2 Reporting Owners

Date

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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.