

Ahn Chang Ho
 Form 5
 February 03, 2012

FORM 5

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 Ahn Chang Ho

2. Issuer Name and Ticker or Trading Symbol
 REXAHN PHARMACEUTICALS, INC. [RNN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

C/O REXAHN PHARMACEUTICALS, INC., 15245 SHADY GROVE ROAD, SUITE 455

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ROCKVILLE, MD 20850

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (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)	(A) or (D)	5. Amount or Price	6. 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)
Common Stock	05/31/2011		G5	4,000,000	D	\$ 0 7,338,924	D		
Common Stock	12/20/2011		G5	25,000	D	\$ 0 7,313,924	D		
	12/20/2011		G5	25,000	D	\$ 0 7,288,924	D		

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Common Stock										
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,263,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,238,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,213,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,188,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,163,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,138,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,113,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,088,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,063,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,038,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	7,013,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,988,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,963,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,938,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,913,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,888,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,863,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,838,924	D	Â	
Common Stock	12/20/2011	Â	G5	25,000	D	\$ 0	6,813,924	D	Â	
	Â	Â	Â	Â	Â	Â	500,000 ⁽¹⁾	I		

Common Stock									Owned by spouse
Common Stock	^	^	^	^	^	^	4,000,000 (2)	I	Owned by charitable foundation

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. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ahn Chang Ho
C/O REXAHN PHARMACEUTICALS, INC.
15245 SHADY GROVE ROAD, SUITE 455
ROCKVILLE, MD 20850

^ X ^ X ^ Chairman & CEO ^

Signatures

/s/ Tae Heum Jeong,
attorney-in-fact

02/03/2012

**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) The Reporting Person disclaims beneficial ownership of these shares.
- (2) The Reporting Person disclaims beneficial ownership of these shares, which are owned by a charitable foundation in which the Reporting Person has no pecuniary interest, and with respect to which he has shared voting and dispositive power.

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