

## FORM 4

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

## OMB APPROVAL

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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 *<br>Beever Charles                                      | 2. Issuer Name and Ticker or Trading Symbol<br>REXAHN PHARMACEUTICALS, INC. [RNN] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Last) (First) (Middle)<br>C/O REXAHN PHARMACEUTICALS,<br>INC, 15245 SHADY GROVE ROAD, SUITE 455 | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/06/2011                    |                                                                                                                                                                                                                                                                     |
| (Street)<br>ROCKVILLE, MD 20850                                                                  | 4. If Amendment, Date Original Filed(Month/Day/Year)                              | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock                       |                                            |                                                             | Code V                               | Amount (A) or (D) Price                                                 | 10,000                                                                                                 | D                                                                       |                                                                   |

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

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. SEC 1474 (9-02)Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                     |                                                                    |                                            |                                                             | Code V                               | (A) (D)                                                                                                            | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of<br>Shares                           |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Stock<br>Options<br>(right-<br>to-buy)              | \$ 1.25                                                            | 06/06/2011                                 |                                                             | A                                    | 20,000                                                                                                             | (1) 06/06/2021                                                 | Common<br>Stock 20,000                                                    | \$ 0                                                | 20,000                                                                                                                     | D                                                                                                     |                                                                    |
| Stock<br>Options<br>(right-<br>to-buy)              | \$ 1.17                                                            |                                            |                                                             |                                      |                                                                                                                    | (2) 06/14/2020                                                 | Common<br>Stock 20,000                                                    |                                                     | 20,000                                                                                                                     | D                                                                                                     |                                                                    |
| Stock<br>Options<br>(right-<br>to-buy)              | \$ 1.28                                                            |                                            |                                                             |                                      |                                                                                                                    | 06/01/2010 06/01/2019                                          | Common<br>Stock 20,000                                                    |                                                     | 20,000                                                                                                                     | D                                                                                                     |                                                                    |
| Stock<br>Options<br>(right-<br>to-buy)              | \$ 3.24                                                            |                                            |                                                             |                                      |                                                                                                                    | 06/30/2009 06/30/2018                                          | Common<br>Stock 20,000                                                    |                                                     | 20,000                                                                                                                     | D                                                                                                     |                                                                    |
| Stock<br>Options<br>(right-<br>to-buy)              | \$ 1.40                                                            |                                            |                                                             |                                      |                                                                                                                    | 06/11/2008 06/11/2017                                          | Common<br>Stock 20,000                                                    |                                                     | 20,000                                                                                                                     | D                                                                                                     |                                                                    |
| Stock<br>Options<br>(right-<br>to-buy)              | \$ 1.20                                                            |                                            |                                                             |                                      |                                                                                                                    | 05/01/2007 05/01/2016                                          | Common<br>Stock 20,000                                                    |                                                     | 20,000                                                                                                                     | D                                                                                                     |                                                                    |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| Beever Charles                 |               |           |         |       |

|                                                                                             |   |  |  |  |
|---------------------------------------------------------------------------------------------|---|--|--|--|
| C/O REXAHN PHARMACEUTICALS, INC<br>15245 SHADY GROVE ROAD, SUITE 455<br>ROCKVILLE, MD 20850 | X |  |  |  |
|---------------------------------------------------------------------------------------------|---|--|--|--|

Signatures

|                                                                                                                 |  |            |
|-----------------------------------------------------------------------------------------------------------------|--|------------|
| /s/ Tae Heum Jeong, as attorney-in-fact for Charles Beever                                                      |  | 06/08/2011 |
|  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 6, 2012.
- (2) These options vest and become exercisable in full on June 14, 2011.

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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