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).

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 Ty	pe Response	3)														
1. Name and Address of Reporting Person * Ahn Chang Ho				2. Issuer Name and Ticker or Trading Symbol REXAHN PHARMACEUTICALS, INC. [RNN]						VI	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
	AHN PHA	(First) ARMACEUTICA Y GROVE ROAI	LS,	3. Date o 03/01/2		liest Trar	nsactio	on (Month/	Day/Year	r)	_	Officer (give t	itle below)		(specify below)
(Street) ROCKVILLE, MD 20850				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(Cit	y)	(State)	(Zip)			Tal	ble I -	Non-Deri	vative Se	ecuritie	es Acquire	ed, Disposed o	of, or Benef	icially Owne	d	
1.Title of S (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year) any	tion D	Date, if		8)	4. Securit (A) or Di (Instr. 3,	sposed	of (D) O	Amount of So wned Followi ransaction(s) nstr. 3 and 4)		I (Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	Stock						Cou	ie v .	Amount	(D)		813,924)	
Common												00,000		I		By
								in this	form ar			to respond o	unless the	ion contain form	ou bee i	474 (9-02)
	Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact	tion S	Ills, warr 5. Number Derivativ Securities Acquired	er of ee s (A)	in this	form are s a cur osed of, convertible ercisable Date	rently or Bender secure and	valid OM eficially O ities) 7. Title an	to respond of IB control not with the IB control not w	unless the umber.	9. Number o Derivative Securities Beneficially	f 10. Ownersh Form of Derivativ	11. Natur of Indirec Beneficia Ownershi
Derivative Security	Conversion or Exercise	Date	3A. Deemed Execution Date, if any	4. Transact	tts, cal	Ils, warr 5. Number Derivativ Securities	er of ee s (A)	in this display	form are s a cur osed of, convertible ercisable Date	rently or Bender secure and	eficially Orities) 7. Title an Underlyin	to respond of IB control not with the IB control not w	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned Following Reported Transaction(f 10. Ownersh Form of Derivativ Security: Direct (I or Indire	11. Natur of Indirec Beneficia Ownershi (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Transact	tts, cal	5. Number Derivative Securities Acquired or Disposof (D) (Instr. 3, 4	er of te es (A) sed	in this display	form arces a current of the convertible of the current of the curr	or Bende securand	eficially Orities) 7. Title an Underlyin	to respond of IB control not with the IB control not w	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned Following Reported	f 10. Ownersh Form of Derivativ Security: Direct (I or Indire	11. Natur of Indirec Beneficia Ownershi (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Date, if any	4. Transact Code (Instr. 8)	ts, cal	5. Number Derivative Securities Acquired or Disposo of (D) (Instr. 3, 4 and 5)	er of ees (A) sed (D)	in this display tired, Disp options, cc 6. Date Ex Expiration (Month/Da	form arces a current of the convertible of the current of the curr	or Bende secur and	valid OM eficially O ities) 7. Title an Underlyin (Instr. 3 an	to respond of the control of the con	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned Following Reported Transaction(f 10. Ownersh Form of Derivativ Security: Direct (I or Indire	11. Natur of Indirec Beneficia Ownersh (Instr. 4)
Derivative Security (Instr. 3) Stock Option (right to	Conversion or Exercise Price of Derivative Security \$ 0.31	Date (Month/Day/Year)	3A. Deemed Execution Date, if any	(e.g., pur 4. Transact Code (Instr. 8)	ts, cal	5. Numbe Derivativ Securities Acquired or Dispos of (D) (Instr. 3, 4 and 5)	er of ees (A) sed (D)	in this display tired, Disp options, et 6. Date Ex Expiration (Month/Da	form are so a current of the convertible crossable detection by the convertible crossable detection of the current of the curr	or Beneral and	valid OM eficially O ities) 7. Title an Underlyin (Instr. 3 an	ad Amount of Shares Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction ((Instr. 4)	f 10. Ownersh Form of Derivativ Security: Direct (I or Indire s) (I) (Instr. 4)	11. Natur of Indirec Beneficia Ownershi (Instr. 4)

Reporting Owners

Donation Common Name / Addison	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Ahn Chang Ho 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 Chang H. Ahn	03/05/2013
**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).

- 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.

 (2) Options vested and became exercisable based on the following schedule 150,000 on December 11, 2009, 150,000 on December 11, 2010, and 200,000 on December 11, 2011.
- (3) Options vested and became exercisable based on the following schedule 300,000 on January 20, 2006, 300,000 on January 20, 2007, and 400,000 on January 20, 2008.

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, {\it see} \ Instruction 6 \ for procedure.$

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.