

## 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 Type Responses)

|                                                                                                   |                                         |                                                       |                                                                                   |   |                                                                      |                                                                                                                                                                                                                                                                                                           |                                                                                                  |  |                                                             |                                                          |
|---------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------|---|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>Suzdak Peter David                                   |                                         |                                                       | 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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Chief Executive Officer |                                                                                                  |  |                                                             |                                                          |
| (Last) (First) (Middle)<br>C/O REXAHN PHARMACEUTICALS, INC., 15245<br>SHADY GROVE ROAD, SUITE 455 |                                         |                                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/04/2014                    |   |                                                                      |                                                                                                                                                                                                                                                                                                           |                                                                                                  |  |                                                             |                                                          |
| (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 Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8)                                                 |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                                                                                                                                                                                                                                                                                                           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) |  | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                                   |                                         |                                                       | Code                                                                              | V | Amount                                                               | (A) or (D)                                                                                                                                                                                                                                                                                                | Price                                                                                            |  |                                                             |                                                          |

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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |   |  |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|------------------------------------------------------------------|-----------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|---|--|
|                                               |                                                        |                                         |                                                       | Code                              | V                                                                                          | (A)                                                         | (D) | Date Exercisable                                                 | Expiration Date | Title                                         | Amount or Number of Shares                                                                            |                                                                                     |                                                           |   |  |
| Stock Option (right to purchase)              | \$ 0.83                                                | 09/04/2014                              |                                                       | A                                 |                                                                                            | 1,000,000                                                   |     | (1) 09/04/2024                                                   |                 | Common Stock                                  | 1,000,000                                                                                             | \$ 0                                                                                | 1,000,000                                                 | D |  |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |                         |       |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                                    | Director      | 10% Owner | Officer                 | Other |
| Suzdak Peter David<br>C/O REXAHN PHARMACEUTICALS, INC.<br>15245 SHADY GROVE ROAD, SUITE 455<br>ROCKVILLE, MD 20850 | X             |           | Chief Executive Officer |       |

## Signatures

|                                                              |            |
|--------------------------------------------------------------|------------|
| /s/ Tae Heum Jeong, as attorney -in-fact for Peter D. Suzdak | 09/05/2014 |
| 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) Options will vest and be exercisable based on the following schedule: 250,000 on September 4, 2015, 250,000 on September 4, 2016, 250,000 on September 4, 2017, and 250,000 on September 4, 2018.

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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