FORM 4

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

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OMB Number:	3235-0287					
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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).

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

Address of	*															
1. Name and Address of Reporting Person * Jeong Tae Heum				2. Issuer Name and Ticker or Trading Symbol REXAHN PHARMACEUTICALS, INC. [RNN]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
		LS,	01/20/2017				• • •					X Officer (give title below) Other (specify below) Chief Financial Officer				
IF MD 2	(Street)	,											6. Individual or Joint/Group Filing(Check Applicable Line) Z. Form filed by One Reporting Person Form filed by More than One Reporting Person			
EL, MD 2	(State)	(Zip)			Tabl	e I -	Non-Der	ivative	Securities	Acquired.	Disposed	of, or Benef	ficially Own	ed		
Title of Security 2. Transaction Date (Month/Day/Year)		2A. Deemed 3. The Execution Date, if Control of Control		Transaction 4. Se (A) o		4. Secu	Securities Acquired of (D) astr. 3, 4 and 5)		5. Amount of Securities Beneficially		neficially	6. 7.1 Ownership of Form: Be Direct (D) Ov or Indirect (In	eneficial wnership			
port on a se	parate fine for each	Table II -	Derivativ	ve Se	ecurities A	Lequi	Perso conta form o	ns whined in	n this form ys a curre of, or Benef	n are not ently valid ficially Ow	required t OMB cor	o respond	d unless the		174 (9-02)	
Conversion		3A. Deemed Execution Date, if any	4. 5 if Transaction E Code S II) (Instr. 8) A		5. Number of Derivative		6. Date Exercisable and Expiration Date of U (Month/Day/Year)		7. Title and of Underly Securities	7. Title and Amount of Underlying Securities		Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	(Instr. 4)		
			Code	v	(A)	(D)				Title	Amount or Number of Shares	5	(Instr. 4)	(Instr. 4)		
\$ 0.184	01/20/2017		A		300,000		(1)	01	/20/2027	Common Stock	300,000	\$ 0	300,000	D		
<u>(2)</u>	01/20/2017		A		63,000		<u>(3)</u>		<u>(3)</u>	Common	63,000	\$ 0	63,000	D		
	Description of the second of t	HN PHARMACEUTICAL S SHADY GROVE ROAD (Street) LE, MD 20850 (State) urity 3. Transaction Date or Exercise Price of Derivative Security \$ 0.184 \$ 01/20/2017	HN PHARMACEUTICALS, 5 SHADY GROVE ROAD, SUITE 455 (Street) LE, MD 20850 (State) (Zip) urity 2. Transaction Date (Month/Day/Year) port on a separate line for each class of securities Table II - (Conversion of Exercise of Derivative security (Month/Day/Year) \$ 0.184 01/20/2017	HN PHARMACEUTICALS, 5 SHADY GROVE ROAD, SUITE 455 (Street) LE, MD 20850 (State) 2. Transaction Date (Month/Day/Year) port on a separate line for each class of securities beneficial (e.g., put: (e.g., put: any (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) 2. Table II - Derivative (e.g., put: (e.g., put: any (Month/Day/Year)) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) Code \$ 0.184 01/20/2017 A	HN PHARMACEUTICALS, 5 SHADY GROVE ROAD, SUITE 455 (Street) LE, MD 20850 (State) 2. Transaction Date (Month/Day/Year) port on a separate line for each class of securities beneficially of the Execution Date (Application Date (Month/Day/Year) Table II - Derivative Securities of Execution Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Table II - Derivative Securities of Execution Date (Application Date (Month/Day/Year) (Month/Day/Year) A Code V \$ 0.184 01/20/2017 A	HN PHARMACEUTICALS, 5 SHADY GROVE ROAD, SUITE 455 (Street) LE, MD 20850 (State) (Zip) Table II - Derivative Securities A (e.g., puts, calls, warra (e.g., puts, calls, warra (Month/Day/Year)) Table II - Derivative Securities A (e.g., puts, calls, warra (e.g., puts, calls, warra (Month/Day/Year)) Table II - Derivative Securities A (e.g., puts, calls, warra (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year)) Table II - Derivative Securities A (e.g., puts, calls, warra (e.g., puts, calls, warra (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year)) Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, puts, calls, warra (e.g., puts, calls, puts, cal	HN PHARMACEUTICALS, SHADY GROVE ROAD, SUITE 455 (Street) LE, MD 20850 (State) 2. 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Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Conversion of Execution Date, if (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of (D) (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	HN PHARMACEUTICALS, 5 SHADY GROVE ROAD, SUITE 455 (Street) LE, MD 20850 (State) (Zip) Table I - Non-Derivative Securities Acquired, (A) or Disposed of (Instr. 3, 4 and 5) Persons who respons contained in this form form displays a curre (E.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Bene (E.g., puts, calls, warrants, options, convertible security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Bene (E.g., puts, calls, warrants, options, convertible security (Month/Day/Year) A 300,000 (II) Date Expiration Expiration Date Code V (A) (D) Date Expiration Date Code V (A) Date Expiration Date Code V (A) Date Expiration Date Expiration Date Code V (A) Date Expiration Date Code V (A) Date Expiration Date Expiration Date Code V (A) O1/20/2027	Shaddy Grove Road, Suite Street A. If Amendment, Date Original Filed(Month/Day/Year) A. Securities Acquired, Instr. 8) Code V	HN PHARMACEUTICALS, STADY GROVE ROAD, SUITE 455 (Street) (State) (State) (Zip) (Zip) (A) If Amendment, Date Original Filed(Month/Day/Year) (A) Code (A) Original Filed(Month/Day/Year) (A) Securities Acquired (A) Original Filed(Month/Day/Year) (A) Original Filed(Month/D	Chief E Chie	Chief Financial Office Chief Financial Off	Chief Financial Officer (Street) (A) (Cap) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Cap) (Cap) (Cap) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Cap) (Cap) (Cap) (Month/Day/Year) (Month/Day/Year) (Cap) (Cap) (Month/Day/Year) (Month/D	

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Jeong Tae Heum C/O REXAHN PHARMACEUTICALS, INC. 15245 SHADY GROVE ROAD, SUITE 455 ROCKVILLE, MD 20850			Chief Financial Officer				

Signatures

/s/ Tae Heum Jeong	01/24/2017
**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) One quarter of the option vests and becomes exercisable on January 20, 2018, and, thereafter, 1/36th of the remaining option vests in equal installments on the first business day of each month until fully vested.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) The restricted stock units vest in four equal annual installments on the last business day in February, beginning February 28, 2018.

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.