## FORM 4

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

OMB APPRO	VAL
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

	pe Responses	~)														
1. Name and Address of Reporting Person * Rodgers Richard J				2. Issuer Name and Ticker or Trading Symbol Ocuphire Pharma, Inc. [OCUP]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) C/O OCUPHIRE PHARMA, INC., 37000 GRAND RIVER AVE, SUITE 120				Date of Earliest Transaction (Month/Day/Year)     06/07/2021      If Amendment, Date Original Filed(Month/Day/Year)						-	Officer (give title below) Other (specify below)				w)	
(Street) FARMINGTON HILLS, MI 48335			6. Individual or Joint/Group Filing(Check Applicable Line)  _X_Form filed by One Reporting Person  _Form filed by More than One Reporting Person													
(Cit	y)	(State)	(Zip)			Ta	ble I	- Non-Deri	vative Securition	es Acqui	red, Dis	sposed	of, or Bene	ficially Own	ed	
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year		Execution Date, if any (Month/Day/Year)			8) (1	Securities Acquired A) or Disposed of (D) astr. 3, 4 and 5)  (A) or mount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		d	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
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			Table II -					in this f display uired, Dispo	form are not rest a currently osed of, or Ben	equired valid Ol	I to res MB cor	pond n	unless the		ned SEC	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transac Code	tion 5	Is, warr . Numb of Derivate curities acquired or Dispo of (D) Instr. 3,	er ative es d (A)	in this t display uired, Dispo options, co	orm are not rest a currently ased of, or Benovertible securicisable and Date	required valid Of eficially (rities)  7. Title of Undo Securities	Owned and Amerlying	spond ntrol n	unless the umber.  8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form of Derivati Security Direct ( or Indir	11. Nature of Indirection of Indirec
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Transac Code	tion 5	s, warr . Numb of Deriva decuritie acquired or Dispo of (D)	rants, per ative es d (A) sed 4,	in this t display uired, Dispo options, co 6. Date Exe Expiration	orm are not rest a currently osed of, or Benenvertible securicisable and Date y/Year)	required valid Of eficially (rities)  7. Title of Undo Securities	and Amerlying ies 3 and 4)	mount umber	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	of 10. Owners Form of Derivati Security Direct ( or Indir	11. Natur of Indire Beneficia Ownersh (Instr. 4)

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Rodgers Richard J C/O OCUPHIRE PHARMA, INC. 37000 GRAND RIVER AVE, SUITE 120 FARMINGTON HILLS, MI 48335	X					

### **Signatures**

/s/ Emily J. Johns, by Power of Attorney	06/09/2021	
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) Will vest upon the earlier of the one (1) year anniversary of the grant date or the day prior to the Issuer's next annual meeting of stockholders occurring after the grant date, subject to the Reporting Person's continuing service through the vesting date.

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.