FORM 4

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

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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

Name and Address of Reporting Person Pepose Jay				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 (Street) FARMINGTON HILLS, MI 48335			Date of Earliest Transaction (Month/Day/Year) 06/07/2021 4. If Amendment, Date Original Filed(Month/Day/Year)						Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				7)	
													·)	
(Cit		(State)	(Zip)	Table I - Non-Derivative Securities Acqu			es Acquire	lired, Disposed of, or Beneficially Owned						
1.Title of S (Instr. 3)	Security		2. Transaction Date (Month/Day/Year)	any	emed on Date, i /Day/Yea	f Code (Instr		4. Securities Acc (A) or Disposed (Instr. 3, 4 and 5)	Own Tra		Securities Being Reporte	d	Ownership Form: E Direct (D)	7. Nature of Indirect Beneficial Ownership Instr. 4)
Reminder:	Report on a s	separate line for each	class of securities l	beneficial	lly owned	directly	or indirectly	y						
Reminder:	Report on a s	separate line for each	Table II -	Derivati	ive Secur	ties Acc	Person in this displa quired, Disp	ns who respon form are not a ys a currently posed of, or Ben	required to valid OME eficially Ov	o respond 3 control r	unless the		ned SEC 1	474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion	3. Transaction	Table II -	Derivati (e.g., put 4. Transac Code	ive Secur ts, calls, v 5. N tion of D Secu or D of (I	ties Accordance imber erivative rities aired (Alasposed P)	Persoin this displa	ns who respond form are not ups a currently cosed of, or Benonvertible securercisable and Date	required to valid OME eficially Ov rities)	o respond 3 control r vned ad Amount ying	unless the number.		Of 10. Ownershi Form of Derivativ. Security: Direct (D or Indirec	11. Nature of Indire Beneficie Owners! (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, if any	Derivati (e.g., put 4. Transac Code	ive Secur ts, calls, v 5. N tion of D Secu) Acqu or D of (I (Inst	ties Accordants amber erivatives rities sired (A ssposed b) c. 3, 4,	Persoin this displa quired, Displa 6. Date Exerpiration (Month/D) Date Exercisable	ns who responsor form are not a sys a currently so and bate and bate and y/Year)	required to valid OME eficially Overities) 7. Title and of Underly Securities	o respond 3 control r vned ad Amount ying	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	Of 10. Ownershi Form of Derivativ. Security: Direct (D or Indirec	11. Nature of Indirection Benefic Owners (Instr. 4)

Reporting Owners

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

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 in a series of three successive equal annual installments over the three-year period measured from the date of grant, subject to the Reporting Person's continuing service through each applicable 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.