

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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
Benton Susan

(Last)(First)(Middle)
C/O OCUPHIRE PHARMA, INC., 37000 GRAND RIVER AVE, SUITE 120

(Street)
FARMINGTON HILLS, MI 48335

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol
Ocuphire Pharma, Inc. [OCUP]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2022

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
☒ Director
☐ 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2022		A		6,335	A	(1)	38,790	D	
Common Stock	07/01/2022		A		12,376	A	(2)	51,166	D	

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benton Susan 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

**Signature of Reporting Person

07/06/2022

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) The Reporting Person was granted shares of common stock in lieu of cash for board services for the second quarter of 2022. The number of shares of common stock was determined by dividing (A) the aggregate amount of the retainer paid for board services for such fiscal quarter, by (B) the fair market value of the common stock on the last day of the fiscal quarter (rounded down to the nearest whole share). The fair market value was \$1.92 per share, the closing price of the common stock on June 30, 2022.

(2) The Reporting Person was granted shares of common stock in lieu of cash for board services for the second half of 2022. The number of shares was determined by dividing (A) the aggregate amount of the retainer to be earned for board services for such period, by (B) the average fair market value of a share of common stock for the 30 consecutive trading days ending on and including the last trading day prior to the grant date (rounded down to the nearest whole share). The average fair market value was \$2.02 per share, the average of the closing price of the common stock for the 30 consecutive trading days prior to July 1, 2022.

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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