OptimizeRx Corp Form 4 October 01, 2013

### FORM 4

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

OMB 3235-0287

shington, D.C. 20549

Number: January 31, 2005

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(City)

(State)

(Zip)

1. Name and Address of Reporting Person * Stastney Shadron L.			2. Issuer Name and Ticker or Trading Symbol OptimizeRx Corp [OPRX.OB]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (l	First) (	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
445 PARK AVE	NUE, SUIT	TE 1043	(Month/Day/Year) 09/20/2013	Director 10% Owner Officer (give titleX Other (specify below) Former CEO, Chairman, Director			
(5	Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY	Y 10022		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

	Table 1 - Non-Derivative Securities Acquired, Disposed 61, 61 Deficiencially Owned								
2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqu	ired	5. Amount of	6. Ownership	7. Nature of	
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed of	f (D)	Securities	Form: Direct	Indirect	
	any	Code	(Instr. 3, 4 a	and 5)		Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
						Transaction(s)			
		Code V	Amount		Price	(Instr. 3 and 4)			
		Code v	7 Illiount	(D)	11100				
09/20/2013		A	250,000	A	\$0	250,000	D		
	(Month/Day/Year)	2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3.  (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code V Amount	2. Transaction Date   2A. Deemed   3.   4. Securities Acque (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   (Instr. 3, 4 and 5)   (Instr. 8)   (A) or Code   V Amount (D)	2. Transaction Date (Month/Day/Year)    2A. Deemed    (Month/Day/Year)    Execution Date, if any (Month/Day/Year)    (Month/Day/Year)    (Instr. 8)    (A) or Code V Amount (D) Price	2. Transaction Date   2A. Deemed   3.   4. Securities Acquired   5. Amount of	2. Transaction Date   2A. Deemed   3.   4. Securities Acquired   5. Amount of   Securities Securities   Form: Direct	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: OptimizeRx Corp - Form 4

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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stastney Shadron L. 445 PARK AVENUE, SUITE 1043 NEW YORK, NY 10022

Former CEO, Chairman, Director

# **Signatures**

/s/ Shadron L. 10/01/2013 Stastney

\*\*Signature of Date Reporting Person

## **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).

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.

Reporting Owners 2