

KRANIAK RICHARD

Form 4

October 17, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRANIAK RICHARD

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OptimizeRx Corp [OPRX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ 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

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 Ownership (Instr. 4)
Common Stock	01/11/2010		P	V Amount (A) or (D) 150 A	\$ 2.66 1,497,250 ⁽¹⁾	D	
Common Stock	05/24/2010		A	25,000 A	\$ 0.35 ⁽²⁾ 1,522,250 ⁽³⁾	D	
Common Stock	06/07/2011		J ⁽⁴⁾	26,000 D	\$ 1.05 1,496,250	D	
Common Stock	06/08/2011		J ⁽⁵⁾	24,000 D	\$ 1.05 1,472,250	D	
Common Stock	06/27/2011		J ⁽⁶⁾	50,000 D	\$ 0.01 1,422,250	D	

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Common Stock 08/05/2011 J(7) 60,000 D \$ 0.9 1,362,250 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 (Instr. 6)
				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
KRANIAK RICHARD	X

Signatures

/s/ Richard J.
Kraniak 10/17/2011

__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).
- (1) Includes 28,800 shares of the Issuer held in the name of his sons.
- (2) Mr. Kraniak was issued shares of the Issuer in exchange for warrants exercised at \$0.35 per share.
- (3) Includes 28,800 shares of the Issuer held in the name of his sons and 48,100 shares of the Issuer held in the name of his wife.

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- (4) Mr. Kraniak sold 26,000 shares of the Issuer in a private transaction at \$1.05 per share.
- (5) Mr. Kraniak sold 24,000 shares of the Issuer in a private transaction at \$1.05 per share.
- (6) Mr. Kraniak sold 50,000 shares of the Issuer in a private transaction at \$0.01 per share.
- (7) Mr. Kraniak sold 60,000 shares of the Issuer in a private transaction at \$0.90 per share.

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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