

KRANIAK RICHARD

Form 4

October 17, 2011

**FORM 4**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KRANIAK RICHARD**

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

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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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SEC 1474 (9-02)

**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. 3)
				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 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) 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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