

OPEXA THERAPEUTICS, INC.

Reported by
RILL DONNA R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/01/13 for the Period Ending 02/04/13

Address	2635 TECHNOLOGY FOREST BLVD. THE WOODLANDS, TX 77381
Telephone	(281) 272-9331
CIK	0001069308
Symbol	OPXA
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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

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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

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Rill Donna R	Opexa Therapeutics, Inc. [OPXA]	☐ Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☒ Officer (give title below) ☐ Other (specify below)
C/O OPEXA THERAPEUTICS, INC., 2635 TECHNOLOGY FOREST BLVD.	2/4/2013	Chief Development Officer
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
THE WOODLANDS, TX 77381		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/29/2013		A		20000	A	\$0	20402 ⁽¹⁾	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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
Employee Stock Option (right to buy)	\$3.80 (3)	2/4/2013		A		20939 (3)		(2)	1/6/2022	Common Stock	20939 (3)	\$0	20939 (3)	D	
Employee Stock Option (right to buy)	\$1.75	4/29/2013		A		20000		(4)	4/29/2023	Common Stock	20000	\$0	20000	D	

Explanation of Responses:

- (1) Adjusted to reflect the issuer's 1-for-4 reverse stock split that was implemented December 14, 2012, resulting in the reporting person owning 402 shares of common stock prior to the transaction reported herein
- (2) On January 6, 2012, the reporting person was granted an option to purchase 31,408 shares of common stock at the closing market price. The option is performance based and begins to vest quarterly over a three-year period in two tranches commencing upon Opexa achieving certain key milestones. The second tranche key milestone for vesting of 20,939 shares is Opexa entering into a collaboration, partnership or other strategic arrangement involving US rights for Tcelna. The performance criteria for the second key milestone was met on February 4, 2013 and vesting has commenced for the second tranche of 20,939 shares.
- (3) All share numbers and the exercise price have been adjusted to reflect the one-for-four reverse stock split implemented December 14, 2012.
- (4) Quarterly vesting on the anniversary date of the grant over three years.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rill Donna R C/O OPEXA THERAPEUTICS, INC. 2635 TECHNOLOGY FOREST BLVD. THE WOODLANDS, TX 77381			Chief Development Officer	

Signatures

/s/ Donna R. Rill

5/1/2013

** Signature of Reporting Person

Date

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

* 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.

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