KRANIAK RICHARD

Form 4

October 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

2 Jaguar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KRANIAK	Symbol	2. Issuer Name and Ticker or Trading Symbol OptimizeRx Corp [OPRX]				S. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		e of Earliest Transaction h/Day/Year) 5/2011				(Check all applicable) Director X 10% Owner Officer (give title Other (specify below)			
	(Street)		endment, Da nth/Day/Year)	_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Tab	le I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/11/2010		P	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 <u>(4)</u>	26,000	D	\$ 1.05	1,496,250	D		
Common Stock	06/08/2011		<u>J(5)</u>	24,000	D	\$ 1.05	1,472,250	D		
Common Stock	06/27/2011		J <u>(6)</u>	50,000	D	\$ 0.01	1,422,250	D		

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Common Stock 08/05/2011 J<u>(7)</u> 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. Transact Code (Instr. 8)	5. conNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 ar	f Derivating Security (Instr. 5)	ve Deriv Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	or	nount mber ures	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KRANIAK RICHARD							
		X					

Signatures

/s/ Richard J.
Kraniak

**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.

Reporting Owners 2

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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. 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.