

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>FEBBO WILLIAM J</u> (Last) (First) (Middle) 400 WATER STREET, SUITE 200 (Street) ROCHESTER MI 48307 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OptimizeRx Corp [OPRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (pursuant to 10B5-1 plan) ⁽¹⁾	10/15/2021		S		16,666	D	\$84.2	502,709	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Units	(2)	10/15/2021		A		182,398		(2)	10/15/2026	Common Stock	182,398	\$0	182,398	D	

Explanation of Responses:

1. These shares sold pursuant to a plan of disposition adopted on May 28, 2021 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
 2. Each performance stock unit represents a contingent right to receive one share of the OptimizeRx's common stock. The first 33% of the performance stock units are earned upon OptimizeRx common stock achieving an average closing price per share of \$98.87 or higher for 30 consecutive trading days during the five-year performance period. Another 33% of the performance stock units are earned upon OptimizeRx common stock achieving an average closing price per share of \$131.82 or higher for 30 consecutive trading days during the five-year performance period. A final 34% of the performance stock units are earned upon OptimizeRx common stock achieving an average closing price per share of \$164.78 or higher for 30 consecutive trading days during the five-year performance period. If earned, the performance stock units will, subject to certain exceptions, vest ratably on the first anniversary of such performance achievement. Any performance stock unit that has not been earned and vested as of the fifth anniversary of the grant date will be forfeited. Vesting of the performance stock units shall accelerate upon a qualifying termination.

/s/ William Febbo 10/19/2021
 ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.