

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Stelmakh Edward</u> _____ (Last) (First) (Middle) <u>C/O OPTIMIZERX CORPORATION</u> <u>400 WATER STREET, SUITE 200</u> _____ (Street) <u>ROCHESTER MI 48307</u> _____ (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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">CFO/COO</p>	
		3. Date of Earliest Transaction (Month/Day/Year) <u>10/03/2022</u>			
		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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
Restricted Stock Units	(1)	10/03/2022		A		49,867		(2)	(2)	Common Stock	49,867	\$0	49,867	D	
Stock Option	\$15.04	10/03/2022		A		97,637		(3)	10/02/2027	Common Stock	97,637	\$0	97,637	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of OptimizeRx common stock.
- The restricted stock units vest in three equal annual installments beginning October 3, 2023, the first anniversary of the grant date.
- The stock option vests in three equal annual installments beginning October 3, 2023, the first anniversary of the grant date.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any equity securities covered by this Statement, or (b) that this Statement is legally required to be filed by such person.

/s/ Marion Odence-Ford, by Power of Attorney 10/04/2022
 ** 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.

POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby constitutes and appoints Marion Odence-Ford, with the full power of substitution, the undersigned, in the undersigned's capacity as an officer and/or director of OptimizeRx Corporation (the "Company"), to do and complete any and all acts for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of OptimizeRx Corporation (the "Company"), which may be necessary or desirable to complete and execute any such Form 3, 4, and 5 with respect to the Company, and to take any other action of type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to the Company. The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required to complete and execute any such Form 3, 4, and 5 with respect to the Company. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the Company. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th of October, 2022.

/s/ Edward Stelmakh

Signature

Edward Stelmakh

Print Name