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# OPEXA THERAPEUTICS, INC.

Reported by

**WARMA NEIL K**

# FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 06/14/13 for the Period Ending 02/04/13

| | |
|---|---|
| Address | 2635 TECHNOLOGY FOREST BLVD.<br>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 |

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# 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**

OMB APPROVAL
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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) |
|---|---|---|
| **Warma Neil K**<br>(Last) (First) (Middle)<br>**C/O OPEXA THERAPEUTICS, INC., 2635 TECHNOLOGY FOREST BLVD.**<br>(Street)<br>**THE WOODLANDS, TX 77381**<br>(City) (State) (Zip) | **Opexa Therapeutics, Inc. [ OPXA ]**<br>3. Date of Earliest Transaction (MM/DD/YYYY)<br>**2/4/2013**<br>4. If Amendment, Date Original Filed (MM/DD/YYYY)<br>**5/1/2013** | __ **X** __ Director _____ 10% Owner<br>__ **X** __ Officer (give title below) _____ Other (specify below)<br>**President & CEO**<br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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** | | | | | | | | **8658** (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** | | **95970** (3) | | (2) | **1/6/2022** | **Common Stock** | **95970** (3) | **$0** | **95970** (3) | **D** | |

**Explanation of Responses:**

**( 1)** The attempted awards on 4-29-13 of (i) 28,571 shares of restricted common stock and (ii) an option to purchase 50,000 shares of common stock previously reported were ineffective and the awards were void ab initio.

**( 2)** On January 6, 2012, the reporting person was granted an option to purchase 139,593 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 95,970 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 95,970 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.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Warma Neil K**<br>**C/O OPEXA THERAPEUTICS, INC.** | | | | |

| | | | | |
|---|---|---|---|---|
| **2635 TECHNOLOGY FOREST BLVD.**<br><br>**THE WOODLANDS, TX 77381** | **X** | | **President & CEO** | |

**Signatures**

| | |
|---|---|
| **/s/ Neil K. Warma** | **6/14/2013** |
| ** 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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