

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Gutry Phil			2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/28/2019					
C/O CERECOR INC., 540 GAITHER ROAD SUITE 400								
(Street)			4. If Amendment, Date 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		
ROCKVILLE, MD 20850								
(City) (State) (Zip)			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			

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

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**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 Underlying Securities (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				
Stock Option (Right to Buy)	\$ 5.44	06/28/2019		A		2,323		06/28/2019	06/28/2029	Common Stock	2,323	\$ 0	2,323	D	
Stock Option (Right to Buy)	\$ 5.84							03/29/2019	03/29/2029	Common Stock	1,916		1,916	D	
Stock Option (Right to Buy)	\$ 3.23							12/31/2018	12/31/2028	Common Stock	3,439		3,439	D	
Stock Option (Right to Buy)	\$ 4.67							09/28/2018	09/28/2028	Common Stock	2,351		2,351	D	
Stock Option (Right to Buy)	\$ 4.34							06/29/2018	06/29/2028	Common Stock	2,544		2,544	D	
Stock Option (Right to Buy)	\$ 3.71							(1)	05/14/2028	Common Stock	8,357		8,357	D	

Stock Option (Right to Buy)	\$ 4.29							03/31/2018	03/30/2028	Common Stock	2,350		2,350	D	
Stock Option (Right to Buy)	\$ 3.2							12/31/2017	12/30/2027	Common Stock	3,179		3,179	D	
Stock Option (Right to Buy)	\$ 0.85							09/30/2017	09/29/2027	Common Stock	10,600		10,600	D	
Stock Option (Right to Buy)	\$ 0.57							(1)	06/29/2027	Common Stock	8,357		8,357	D	
Stock Option (Right to Buy)	\$ 0.57							06/30/2017	06/29/2027	Common Stock	14,224		14,224	D	
Stock Option (Right to Buy)	\$ 0.68							03/31/2017	03/30/2027	Common Stock	10,131		10,131	D	
Stock Option (Right to Buy)	\$ 0.88							12/31/2016	12/30/2026	Common Stock	3,793		3,793	D	
Stock Option (Right to Buy)	\$ 4.23							09/30/2016	09/29/2026	Common Stock	886		886	D	
Stock Option (Right to Buy)	\$ 2.2							06/30/2016	06/29/2026	Common Stock	1,638		1,638	D	
Stock Option (Right to Buy)	\$ 3.52							(1)	05/17/2026	Common Stock	8,357		8,357	D	
Stock Option (Right to Buy)	\$ 5.8							(1)	11/08/2025	Common Stock	16,714		16,714	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gutry Phil C/O CERECOR INC. 540 GAITHER ROAD SUITE 400 ROCKVILLE, MD 20850	X			

Signatures

/s/ Donald R. Reynolds, by Power of Attorney		07/02/2019
<small>Signature of Reporting Person</small>		<small>Date</small>

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) The stock option is fully vested.

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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