FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT | OF CHANGES II | N BENEFICIAL | OWNERSHIP |
|--------------------------|----------------|---------------|------------------|
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OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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>Greco Samuel A</u> | | | | 2. Issuer Name and Ticker or Trading Symbol TherapeuticsMD, Inc. [TXMD] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--|---|--|---------------------|--|-------------------|--|--|--------|--|---------|--------------------------|---|---|---|--------------------|---|--|--|
| | | | 1 | <u>ıcıu</u> j | yeures | | <u>, 111C1</u> [1 | 211111 | _] | | | X Direc | or | | 10% Ow | ner | | |
| (Last) (First) (Middle) 4404 DADE DRIVE | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/16/2012 | | | | | | | | Office below | r (give title | | Other (s below) | pecify | | |
| (Street) FLOWE | 111 | x | 75028 | | 4.1 | 4. If Amendment, Date of Original Filed (M | | | | | lonth/Da | y/Year) | 6. I Lin | e) <mark>X</mark> Form | filed by One | //Group Filing (Check Applicable by One Reporting Person by More than One Reporting | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/L | | | | action 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. 5) | | | | Benefic | es ially Following | Form (D) o | rm: Direct) or Indirect (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | | | | Code V | А | Amount | (A) or (D) | Price | | ction(s) | | | (Instr. 4) | | | |
| 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) | Date Execution D | Date, Transaction Code (Instr. | | | n of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | e and | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price o Derivative Security (Instr. 5) | | e s Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | Code V (A) (D) Exercisabl | | Date Exercisable | Expi Date | iration e | Title | Amount or Number of Shares | | | | | | | | | | | |
| Non- qualified Stock Option | \$2.55 | 04/16/2012 | | | A | | 50,000 | | 12/31/2012 | 04/1 | 16/2022 | Common Stock | 50,000 | \$0 | 50,00 | 0 | D | |

Explanation of Responses:

/s/ Samuel A. Greco

04/17/2012

** 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.