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CORTEX PHARMACEUTICALS INC/DE/

Form 3

February 07, 2007

FORM 3

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

OMB

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CORTEX PHARMACEUTICALS INC/DE/ [COR] À Johnson Steven Andrew (Month/Day/Year) 02/06/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 15241 BARRANCA (Check all applicable) **PARKWAY** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting VP, Preclinical Development Person IRVINE, CAÂ 92618 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 4) (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 11,000 Consists of shares beneficially Common Stock 2,350 Ι owned by spouse. Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Stock	12/22/2000	12/22/2008	Common Stock	8,750	\$ 0.375	D	Â
Options to Purchase Common Stock	12/17/2002	12/17/2009	Common Stock	25,000	\$ 0.745	D	Â
Options to Purchase Common Stock	12/16/2005	12/16/2012	Common Stock	30,000	\$ 0.75	D	Â
Options to Purchase Common Stock	12/09/2006	12/09/2013	Common Stock	50,000	\$ 2.76	D	Â
Options to Purchase Common Stock	(1)	12/16/2014	Common Stock	100,000	\$ 2.68	D	Â
Options to Purchase Common Stock	(2)	12/01/2015	Common Stock	100,000	\$ 2.35	D	Â
Options to Purchase Common Stock	(3)	12/18/2016	Common Stock	150,000	\$ 1.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Johnson Steven Andrew 15241 BARRANCA PARKWAY IRVINE, CA 92618	Â	Â	VP, Preclinical Development	Â		

Signatures

Steven A.

Johnson

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 options become exercisable in three equal annual installments beginning on December 16, 2005.
- (2) The options become exercisable in three equal annual installments beginning on December 1, 2006.
- (3) The options become exercisable in three equal annual installments beginning on December 18, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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