

Margolis Jeff Eliot
 Form 4
 July 28, 2017

FORM 4

**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, 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 Person *
 Margolis Jeff Eliot

2. Issuer Name and Ticker or Trading Symbol
 RespireRx Pharmaceuticals Inc.
 [RSPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/26/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, CFO, Sec. & Treasurer

C/O RESPIRERX
 PHARMACEUTICALS INC., 126
 VALLEY ROAD, SUITE C

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLEN ROCK, NJ 07452

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options (to purchase shares of Common Stock)	\$ 2	07/26/2017		A ⁽¹⁾	25,000	<u>(1)</u>	07/26/2022	Common Stock	25,000
Common Stock Options (to purchase shares of Common Stock)	\$ 2					<u>(2)</u>	06/30/2022	Common Stock	30,000
Common Stock Options (to purchase shares of Common Stock)	\$ 2					<u>(2)</u>	06/30/2022	Common Stock	20,000
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9					<u>(3)</u>	01/18/2022	Common Stock	35,000
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9					<u>(3)</u>	01/18/2022	Common Stock	15,000

Common Stock)					
Warrants (right to buy)	\$ 6.9225 <u>(8)</u>	<u>(9)</u>	09/30/2020	Common Stock	2,423 <u>(8)</u>
Warrant (right to buy)	\$ 6.9225 <u>(8)</u>	<u>(9)</u>	09/30/2020	Common Stock	2,423 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	40,000 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	6,154 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	21,539 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(8)</u>	<u>(10)</u>	03/31/2021	Common Stock	6,154 <u>(8)</u>
Common Stock Options (to purchase shares of Common	\$ 6.396 <u>(8)</u>	<u>(11)</u>	08/18/2022	Common Stock	13,847 <u>(8)</u>

Stock)					
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(8)</u>	(11)	08/18/2022	Common Stock	7,693 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(8)</u>	(11)	08/18/2022	Common Stock	7,693 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(8)</u>	(11)	08/18/2022	Common Stock	1,539 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 <u>(8)</u>	(12)	06/30/2022	Common Stock	24,616 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 <u>(8)</u>	(12)	06/30/2022	Common Stock	6,154 <u>(8)</u>
Common Stock Options (to purchase shares of	\$ 8.125 <u>(8)</u>	(12)	06/30/2022	Common Stock	13,847 <u>(8)</u>

Common Stock)					
Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 <u>(8)</u>	(12)	06/30/2022	Common Stock	1,539 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 16.25 <u>(8)</u>	(13)	07/17/2019	Common Stock	6,994 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 16.25 <u>(8)</u>	(13)	07/17/2019	Common Stock	3,077 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 16.25 <u>(8)</u>	(13)	07/17/2019	Common Stock	1,119 <u>(8)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 16.25 <u>(8)</u>	(13)	07/17/2019	Common Stock	4,196 <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Margolis Jeff Eliot
 C/O RESPIRERX PHARMACEUTICALS INC.
 126 VALLEY ROAD, SUITE C
 GLEN ROCK, NJ 07452

X

SVP, CFO, Sec. & Treasurer

Signatures

/s/ Jeff Eliot
 Margolis

07/28/2017

**Signature of
 Reporting Person

Date

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) These Common Stock Options vest in three installments: 25 percent on July 26, 2017 (the grant date), 25 percent on September 30, 2017, and 50 percent on December 31, 2017.
- (2) These Common Stock Options vested upon issuance. These Common Stock Options vested in three installments: 25 percent on July 26, 2017 (the grant date), 25 percent on September 30, 2017, and 50 percent on December 31, 2017.
- (3) These Common Stock Options vested in three installments: 25 percent on January 18, 2017 (the grant date), 25 percent on March 31, 2017, and 50 percent on June 30, 2017, and are all currently vested.
- (4) These securities are held in a trust for the benefit of Mr. Margolis's spouse. Mr. Margolis is a trustee of the trust.
- (5) Margolis disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Margolis is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (6) These securities are held in trusts for the benefit of Mr. Margolis's children. Mr. Margolis is a trustee of these trusts. Mr. Margolis disclaims beneficial ownership of these securities, and the filing of this report is not an admission that Mr. Margolis is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (7) These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis's spouse is a trustee of the trust.
- (8) The exercise price and number of shares of these securities have been adjusted to reflect the Company's 325-to-1 reverse stock split effective September 1, 2016.
- (9) These Warrants were acquired by Mr. Margolis and his spouse in his capacity as President of Aurora Capital LLC, which served as placement agent in the Company's unit offering with each unit consisting of one share of common stock and warrants to purchase two additional shares of common stock, and represent his share of the Placement Agent Warrants awarded at each closing of that transaction. The warrants are currently exercisable.
- (10) These Common Stock Options vested in four equal installments: 25 percent on March 31, 2016 (the grant date), 25 percent on June 30, 2016, 25 percent on September 30, 2016, and 25 percent on December 31, 2016, and are all currently vested.
- (11) These Common Stock Options vested in four equal installments: 25 percent on December 31, 2015, 25 percent on March 31, 2016, 25 percent on June 30, 2016, and 25 percent on September 30, 2016, and are all currently vested.
- (12) These Common Stock Options vested in three installments: 50 percent on June 30, 2015, 25 percent on September 30, 2015, and 25 percent on December 31, 2015, and are all currently vested and exercisable.
- (13) These Common Stock Options vested in three equal installments on July 17, 2014, September 30, 2014 and December 31, 2014, and are all currently vested.

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.