RespireRx Pharmaceuticals Inc.
Form 4
July 19, 2016

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

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

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*]
Margolis Jeff Eliot

(Last) (First) (Middle)

C/O RESPIRERX PHARMACEUTICALS INC., 126 VALLEY ROAD

(Street)

GLEN ROCK, NJ 07452

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Treasurer & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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. 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			
Common Stock	07/15/2016		G (1)		10,134,944	D	$ 0 (1)	0	D	
Common Stock	07/15/2016		G (1)		10,000,000	A	$ 0 (1)	10,000,000	I	By Trust (2)
Common Stock	07/15/2016		G (1)		134,944	A	$ 0 (1)	134,944	I	By Trust (3)
Common Stock	07/15/2016		G (1)		5,000,000	D	$ 0 (1)	0	I	By Spouse
	07/15/2016		G (1)		1,000,000	A		1,000,000	I	

Common Stock						$ 0 (1)			By Trust (5)
Common Stock	07/15/2016		G(1)	4,000,000	A	$ 0 (1)	4,000,000	I	By Trust (4)

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)

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 an Underlyi (Instr. 3 a
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Warrants (right to buy)	$ 0.021	07/15/2016		G(1)			787,363	(6)	09/30/2020	Comm Stock
Warrants (right to buy)	$ 0.021	07/15/2016		G(1)		787,363		(6)	09/30/2020	Comm Stock
Warrants (right to buy)	$ 0.021	07/15/2016		G(1)			787,363	(6)	09/30/2020	Comm Stock
Warrants (right to buy)	$ 0.021	07/15/2016		G(1)		787,363		(6)	09/30/2020	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0227	07/15/2016		G(1)			15,000,000	(7)	03/31/2021	Comm Stock
Common Stock Options (to purchase	$ 0.0227	07/15/2016		G(1)		13,000,000		(7)	03/31/2021	Comm Stock

shares of Common Stock)								
Common Stock Options (to purchase shares of Common Stock)	$ 0.0227	07/15/2016	G(1)	2,000,000		(7)	03/31/2021	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0227	07/15/2016	G(1)		9,000,000	(7)	03/31/2021	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0227	07/15/2016	G(1)	7,000,000		(7)	03/31/2021	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0227	07/15/2016	G(1)	2,000,000		(7)	03/31/2021	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0197	07/15/2016	G(1)		7,000,000	(8)	08/18/2022	Comm Stock
Common Stock Options (to	$ 0.0197	07/15/2016	G(1)	4,500,000		(8)	08/18/2022	Comm Stock

purchase shares of Common Stock)									
Common Stock Options (to purchase shares of Common Stock)	$ 0.0197	07/15/2016		G [1]	2,500,000		[8]	08/18/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0197	07/15/2016		G [1]		3,000,000	[8]	08/18/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0197	07/15/2016		G [1]	2,500,000		[8]	08/18/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.0197	07/15/2016		G [1]	500,000		[8]	08/18/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.025	07/15/2016		G [1]		10,000,000	[9]	06/30/2022	Comm Stock
Common Stock Options	$ 0.025	07/15/2016		G [1]	8,000,000		[9]	06/30/2022	Comm Stock

(to purchase shares of Common Stock)									
Common Stock Options (to purchase shares of Common Stock)	$ 0.025	07/15/2016		G[(1)](#)	2,000,000		[(9)](#)	06/30/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.025	07/15/2016		G[(1)](#)		5,000,000	[(9)](#)	06/30/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.025	07/15/2016		G[(1)](#)	4,500,000		[(9)](#)	06/30/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.025	07/15/2016		G[(1)](#)	500,000		[(9)](#)	06/30/2022	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.05	07/15/2016		G[(1)](#)		1,363,636	[(10)](#)	07/17/2019	Comm Stock
Common Stock	$ 0.05	07/15/2016		G[(1)](#)	1,000,000		[(10)](#)	07/17/2019	Comm Stock

Options (to purchase shares of Common Stock)									
Common Stock Options (to purchase shares of Common Stock)	$ 0.05	07/15/2016		G[1]	363,636		[10]	07/17/2019	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.05	07/15/2016		G[1]		1,363,637	[10]	07/17/2019	Comm Stock
Common Stock Options (to purchase shares of Common Stock)	$ 0.05	07/15/2016		G[1]	1,363,637		[10]	07/17/2019	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Margolis Jeff Eliot C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD GLEN ROCK, NJ 07452	X		VP, Treasurer & Secretary	

Signatures

/s/ Jeff E. Margolis	07/19/2016
**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)	All dispositions and acquisitions set forth on this Form 4 reflect estate planning transactions. The securities are held by trusts for the benefit of Mr. Margolis, his spouse, and their children.
(2)	These securities are held in a trust for the benefit of Mr. Margolis's spouse. Mr. Margolis's spouse is a trustee of the trust.
(3)	These securities are held in trusts for the benefit of Mr. Margolis's children. Mr. Margolis's spouse 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.
(4)	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.
(5)	These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis is a trustee of the trust.
(6)	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.
(7)	These Common Stock Options vest 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.
(8)	These Common Stock Options vest 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.
(9)	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.
(10)	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 and exercisable.

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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