FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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Estimated average burden							
hours per response	0.5						

			2. Issuer Name and Ticker or Trading Symbol CORTEX PHARMACEUTICALS INC/DE/ [COR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 7700 IRIVNI (Street)	(First) E CENTER DF	(Middle) RIVE, SUITE 750	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012	X Director 10% Owner Officer (give title below) below) Executive Chairman			
(City)	CA (State)	92618 ————————————————————————————————————	4. If Amendment, Date of Original Filed (Month/Day/Year)	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)	, ,	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8)		Acquired (A) or Disposed of (D)			Securities Beneficially Owned	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8				6. Date Exercisable and Expiration Date (Month/Day/Year)		n Amount of Underlying		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				
Options to Purchase Common Stock	\$ 0.06	08/10/2012		A		3,083,334 (1)		08/10/2012	08/10/2022	Common Stock	3,083,334	\$ 0	3,083,334	D	

Explanation of Responses:

1. Options were granted in lieu of cash for certain severance obligations.

Maria Messinger, Attorney in fact

08/13/2012

** 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.