

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Margolis Jeff Eliot</u>			2. Issuer Name and Ticker or Trading Symbol <u>CORTEX PHARMACEUTICALS INC/DE/ [CORX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Treasurer & Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O CORTEX PHARMACEUTICALS, INC. 126 VALLEY ROAD, SUITE C			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/06/2015</u>					
(Street) <u>GLEN ROCK NJ 07452</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy)	\$0.035	11/05/2014		J ⁽¹⁾		118,374		11/05/2014	09/15/2015	Common Stock	118,374	\$0	118,374	D ⁽²⁾	
Warrants (right to buy)	\$0.035	12/09/2014		J ⁽¹⁾		1,500		12/09/2014	09/15/2015	Common Stock	1,500	\$0	119,874	D ⁽²⁾	
Warrants (right to buy)	\$0.035	12/31/2014		J ⁽¹⁾		77,500		12/31/2014	09/15/2015	Common Stock	77,500	\$0	197,374	D ⁽²⁾	
Warrants (right to buy)	\$0.035	02/02/2015		J ⁽¹⁾		310,000		02/02/2015	09/15/2015	Common Stock	310,000	\$0	507,374	D ⁽²⁾	
Common Stock Options (to purchase shares of Common Stock)	\$0.025	06/30/2015		A		15,000,000		(3)	06/30/2022	Common Stock	15,000,000	\$0	15,000,000	D ⁽²⁾	
Common Stock Options (to purchase shares of Common Stock)	\$0.05							(4)	07/17/2019	Common Stock	5,000,000		5,000,000	D ⁽⁵⁾	

Explanation of Responses:

- These Warrants were acquired by Mr. Margolis in his capacity as President of Aurora Capital LLC, which served as placement agent in the Company's convertible note and warrant offering, and represent his share of the Placement Agent Warrants awarded in that transaction at each closing.
- Mr. Margolis holds these securities jointly with his spouse.
- These Common Stock Options vest in three installments: 50 percent on June 30, 2015, 25 percent on September 30, 2015, and 25 percent on December 31, 2015.
- 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.
- Mr. Margolis holds 50% these securities jointly with his spouse.

/s/ Jeff Eliot Margolis

08/20/2015

** 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.