

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Margolis Jeff Eliot			RespireRx Pharmaceuticals Inc. [RSPI]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP, Treasurer & Secretary		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O RESPIRERX PHARMACEUTICALS INC., 126 VALLEY ROAD, SUITE C			8/28/2015					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
GLEN ROCK, NJ 07452						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/14/2015		X		507374	A	(1)	15618816	D	
Common Stock	9/14/2015		S (1)		483872	D	(1)	15134944	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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				
Warrants (right to buy)	\$0.021	8/28/2015		J (2)		325022		(2)	9/30/2020	Common Stock	325022	\$0	325022	D (4)	
Warrants (right to buy)	\$0.035	9/14/2015		X		507374		(1)	9/15/2015	Common Stock	507374	(1)	0	D	
Warrants (right to buy)	\$0.021	9/28/2015		J (2)		309975		(2)	9/30/2020	Common Stock	309975	\$0	634997	D (4)	
Warrants (right to buy)	\$0.021	11/2/2015		J (2)		939729		(2)	9/30/2020	Common Stock	939729	\$0	1574726	D (4)	
Common Stock Options (to purchase shares of Common Stock)	\$0.0227	3/31/2016		A		24000000		(3)	3/31/2021	Common Stock	24000000	\$0	24000000	D (4)	
Common Stock Options (to purchase shares of Common Stock)	\$0.0197							(5)	8/18/2022	Common Stock	10000000		10000000	D (4)	
Common Stock Options (to purchase shares of Common Stock)	\$0.025							(6)	6/30/2022	Common Stock	15000000		15000000	D (4)	
Common Stock Options (to purchase shares of Common Stock)	\$0.05							(7)	7/17/2019	Common Stock	5000000		5000000	D (8)	

Explanation of Responses:

(On September 14, 2015, the reporting person exercised warrants to purchase 507,374 shares of the registrant's common stock for \$0.035 per share. The 1) reporting person paid the exercise price on a cashless basis, resulting in the registrant withholding 483,872 of the warrant shares to pay the exercise price and issuing the reporting person the remaining 23,502 shares. 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. The Warrants were exercisable on September 14, 2015.

- (2) 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 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.
- (3) 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.
- (4) Mr. Margolis holds these securities jointly with his spouse.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) Mr. Margolis holds 2,727,273 of these securities jointly with his spouse.

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		VP, Treasurer & Secretary	

Signatures

/s/ Jeff Eliot Margolis

4/4/2016

**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.

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