

[] 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

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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 *						l. Is	suer Name	Trad	ing Syml		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
Margolis Jeff Eliot						Res	pireRx	Pharma	ceu	tical	ls Inc. [	RSPI							
(La	st) (Fi	irst) (	Middle)		3	. D	ate of Earl	actio	n (MM	I/DD/YYY	<i>(</i> )	T	X Director X Officer (g	10% Owner Other (speci	fy below)				
C/O RESPIRERX								7/1	5/20	016			V	VP, Treasure				Other (speed	ly ociow)
PHARMA		ALS IN	C . 126	í				//1	3/2	010									
VALLEY 1		TLD III	C., 120	,															
		Street)			4	. If	Amendme	ent, Date C	Origi	nal Fi	led (MM/I	DD/YYYY	7) 6	5. Individual o	or Jo	int/G	roup Filing	(Check App	icable Line)
GLEN RO	CK. NJ (	7452												X Form filed b	ov On	e Renc	orting Person		
			Zip)										F				One Reporting F	Person	
		•										4 D		<i>m</i> . 11 . 0	_				
1 Title of Security	,		Table	_	Non-D		A. Deemed	3. Trans. Co			urities Acqu		_	ficially Own		anafiai	ially Owned	6.	7. Nature
1. Title of Security (Instr. 3)			2. 1	rans. Dav	E	Execution Date, if any	(Instr. 8)	or D		posed of (D 3, 4 and 5)		Foll	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)					of Indirect Beneficial Ownership	
											(A) o	r						or Indirect (I) (Instr.	(Instr. 4)
								Code	V	Amo		Price						4)	
					/15/2016								D						
Common Stock				7/	/15/2016			G (1)		10000	000 A	\$0 (1)	1	10	0000	00		I	By Trust
Common Stock 7/15/201				/15/2016	G (1)   134944   A   80 (1)   134944					I	By Trust								
Common Stock 7/15/201				/15/2016			G (1)		50000	00 D	\$0 ( <u>1</u> )	1	0				I	By Spouse	
Common Stock 7/15/201				/15/2016	G (1) 1000000 A S0 (1)				1	1000000 I				By Trust					
Common Stock 7/15/2010					/15/2016			G (1)		40000	000 A S0 (1) 4000000					I	By Trust		
	Ts	ıble II - Da	erivative	- Se	curitie	s Be	eneficially	Owned (	<i>ρ</i> . σ.	. nuts	s. calls. w	arrants	s. or	otions, conve	rtib	le sec	curities)		
1. Title of	2.	3. Trans.	3A. Deen		4. Trans.		5. Number of	of Derivative	_		rcisable and	7. Title a	and A	mount of	8. Pr	ice of	9. Number of	10.	11. Nature
Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date	Execution Date, if a		Code (Instr. 8)				Expi	ration I	Date	Securitie Derivativ (Instr. 3	ve Se	curity	Derivative Security (Instr. 5)		derivative Securities Beneficially	Ownership Form of Derivative	of Indirect Beneficial Ownership
							(111511. 3, 4	110 3)				(IIISII. 3			(IIIsti. 3)	1. 3)	Owned Following	Security: Direct (D)	(Instr. 4)
	Security				Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title		Amount or Number of Shares			Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Warrants (right to buy)	\$0.021	7/15/2016			G (1)			787363		<u>(6)</u>	9/30/2020	Commo Stock		787363	\$0	<u>(1)</u>	0	D	
Warrants (right to buy)	\$0.021	7/15/2016			G (1)		787363			<u>(6)</u>	9/30/2020	Commo Stock		787363	\$0	<u>(1)</u>	787363	I	By Trust
Warrants (right to buy)	\$0.021	7/15/2016			G (1)			787363		<u>(6)</u>	9/30/2020	Commo Stock		787363	\$0	<u>(1)</u>	0	I	By Spouse
Warrants (right to buy)	\$0.021	7/15/2016			<b>G</b> (1)		787363			<u>(6)</u>	9/30/2020	Commo Stock		787363	\$0	<u>(1)</u>	787363	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.0227	7/15/2016			G (1)			15000000		(7)	3/31/2021	Commo Stock		15000000	\$0	<u>(1)</u>	0	D	
Common Stock Options (to purchase shares of Common Stock)	\$0.0227	7/15/2016			G (1)		13000000			(7)	3/31/2021	Commo		13000000	\$0	(1)	13000000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.0227	7/15/2016			G (1)		2000000			<u>(7)</u>	3/31/2021	Commo Stock		2000000	\$0	(1)	2000000	I	By Trust
Common Stock						l		1	1		1	1	l					1	J

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 Securities A or Disposed (Instr. 3, 4 a	cquired (A) of (D)	6. Date Exercisable and Expiration Date		7. Title and Securities U Derivative S (Instr. 3 and	nderlying ecurity		ative ity	9. Number of derivative Securities Beneficially		Beneficial Ownership
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			Owned Following Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
Options (to purchase shares of Common Stock)	\$0.0227	7/15/2016		G (1)			9000000	<u>(7)</u>	3/31/2021	Common Stock	9000000	\$0	(1)	0	I	By Spouse
Common Stock Options (to purchase shares of Common Stock)	\$0.0227	7/15/2016		G (1)		7000000		(7)	3/31/2021	Common Stock	7000000	\$0	(1)	7000000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.0227	7/15/2016		G (1)		2000000		(7)	3/31/2021	Common Stock	2000000	\$0	(1)	2000000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.0197	7/15/2016		G (1)			7000000	(8)	8/18/2022	Common Stock	7000000	\$0	(1)	0	D	
Common Stock Options (to purchase shares of Common Stock)	\$0.0197	7/15/2016		G (1)		4500000		<u>(8)</u>	8/18/2022	Common Stock	4500000	\$0	<u>(1)</u>	4500000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.0197	7/15/2016		G (1)		2500000		<u>(8)</u>	8/18/2022	Common Stock	2500000	\$0	<u>(1)</u>	2500000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.0197	7/15/2016		G (1)			3000000	<u>(8)</u>	8/18/2022	Common Stock	3000000	\$(	)	0	I	By Spouse
Common Stock Options (to purchase shares of Common Stock)	\$0.0197	7/15/2016		G (1)		2500000		(8)	8/18/2022	Common Stock	2500000	\$0	(1)	2500000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.0197	7/15/2016		G (1)		500000		<u>(8)</u>	8/18/2022	Common Stock	500000	\$0	(1)	500000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.025	7/15/2016		G (1)			10000000	<u>(9)</u>	6/30/2022	Common Stock	10000000	\$0	(1)	0	D	
Common Stock Options (to purchase shares of Common Stock)	\$0.025	7/15/2016		G (1)		8000000		(9)	6/30/2022	Common Stock	800000	\$0	(1)	8000000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.025	7/15/2016		G (1)		2000000		(9)	6/30/2022	Common Stock	2000000	\$0	(1)	2000000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.025	7/15/2016		G (1)			5000000	(9)	6/30/2022	Common Stock	5000000	\$0	(1)	0	I	By Spouse
Common Stock Options (to purchase shares of Common Stock)	\$0.025	7/15/2016		G (1)		4500000		<u>(9)</u>	6/30/2022	Common Stock	4500000	\$0	(1)	4500000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.025	7/15/2016		G (1)		500000		<u>(9)</u>	6/30/2022	Common Stock	500000	\$0	(1)	500000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.05	7/15/2016		G (1)			1363636	(10)	7/17/2019	Common Stock	1363636	so	)	2272727	D	

	Ta	ıble II - De	erivative S	ecuritie	s Be	eneficially	Owned (	e.g. , puts	s, calls, w	arrants, o	ptions, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	Code		5. Number of Securities Action or Disposed (Instr. 3, 4 and	cquired (A) of (D)	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)	Securities Beneficially	Form of Derivative	11. Nature of Indirect Beneficial Ownership
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect	(Instr. 4)
Options (to purchase shares of Common Stock)	\$0.05	7/15/2016		G (1)		1000000		(10)	7/17/2019	Common Stock	1000000	so (1)	1000000	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.05	7/15/2016		G (1)		363636		(10)	7/17/2019	Common Stock	363636	\$0 ( <u>1</u> )	363636	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$0.05	7/15/2016		G (1)			1363637	(10)	7/17/2019	Common Stock	1363637	\$0 ( <u>1</u> )	0	I	By Spouse
Common Stock Options (to purchase shares of Common Stock)	\$0.05	7/15/2016		G (1)		1363637		(10)	7/17/2019	Common Stock	1363637	\$0	1363637	I	By Trust

#### **Explanation of Responses:**

- ( 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,
- 1) his spouse, and their children.
- 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.
- ( 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
- 3) 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.
- ( 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
- 4) 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.
- These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis is a trustee of the trust.
- ( 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
- 6) 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.
- ( 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
- 7) September 30, 2016, and 25 percent on December 31, 2016.
- 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,
- **8)** 2016, and 25 percent on September 30, 2016.
- ( 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,
- 9) 2015, and are all currently vested and exercisable.
- 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
- 10) and exercisable.

### Reporting Owners

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

#### **Signatures**

/s/ Jeff E. Margolis

\*\*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).