

OMB APPROVAL	
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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> (Last) (First) (Middle) C/O RESPIRERX PHARMACEUTICALS INC. 17 PARK AVENUE, #201 (Street) GLEN ROCK NJ 07452 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RespireRx Pharmaceuticals Inc. [RSPI]</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) VP, Treasurer & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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				

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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Options (to purchase shares of Common Stock)	\$3.9	01/18/2017		A ⁽¹⁾		35,000 ⁽¹⁾		⁽²⁾	01/18/2022	Common Stock 35,000	\$0	35,000	I	By Trust ⁽³⁾
Common Stock Options (to purchase shares of Common Stock)	\$3.9	01/18/2017		A ⁽¹⁾		15,000 ⁽¹⁾		⁽²⁾	01/18/2022	Common Stock 15,000	\$0	15,000	I	By Trust ⁽⁴⁾
Common Stock Warrants (right to buy)	\$6.9225 ⁽⁷⁾							⁽⁸⁾	09/30/2020	Common Stock 2,423 ⁽⁷⁾		2,423 ⁽⁷⁾	I	By Trust ⁽³⁾
Common Stock Warrants (right to buy)	\$6.9225 ⁽⁷⁾							⁽⁸⁾	09/30/2020	Common Stock 2,423 ⁽⁷⁾		2,423 ⁽⁷⁾	I	By Trust ⁽⁵⁾
Common Stock Options (to purchase shares of Common Stock)	\$7.3775 ⁽⁷⁾							⁽⁹⁾	03/31/2021	Common Stock 40,000 ⁽⁷⁾		40,000 ⁽⁷⁾	I	By Trust ⁽³⁾
Common Stock Options (to purchase shares of Common Stock)	\$7.3775 ⁽⁷⁾							⁽⁹⁾	03/31/2021	Common Stock 6,154 ⁽⁷⁾		6,154 ⁽⁷⁾	I	By Trust ⁽⁴⁾
Common Stock Options (to purchase shares of Common Stock)	\$7.3775 ⁽⁷⁾							⁽⁹⁾	03/31/2021	Common Stock 21,539 ⁽⁷⁾		21,539 ⁽⁷⁾	I	By Trust ⁽⁶⁾
Common Stock Options	\$7.3775 ⁽⁷⁾							⁽⁹⁾	03/31/2021	Common Stock 6,154 ⁽⁷⁾		6,154 ⁽⁷⁾	I	By Trust ⁽⁵⁾

**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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
(to purchase shares of Common Stock)															
Common Stock Options (to purchase shares of Common Stock)	\$6.396 ⁽⁷⁾							(10)	08/18/2022	Common Stock	13,847 ⁽⁷⁾		13,847 ⁽⁷⁾	I	By Trust ⁽³⁾
Common Stock Options (to purchase shares of Common Stock)	\$6.396 ⁽⁷⁾							(10)	08/18/2022	Common Stock	7,693 ⁽⁷⁾		7,693 ⁽⁷⁾	I	By Trust ⁽⁴⁾
Common Stock Options (to purchase shares of Common Stock)	\$6.396 ⁽⁷⁾							(10)	08/18/2022	Common Stock	7,693 ⁽⁷⁾		7,693 ⁽⁷⁾	I	By Trust ⁽⁶⁾
Common Stock Options (to purchase shares of Common Stock)	\$6.396 ⁽⁷⁾							(10)	08/18/2022	Common Stock	1,539 ⁽⁷⁾		1,539 ⁽⁷⁾	I	By Trust ⁽⁵⁾
Common Stock Options (to purchase shares of Common Stock)	\$8.125 ⁽⁷⁾							(11)	06/30/2022	Common Stock	24,616 ⁽⁷⁾		24,616 ⁽⁷⁾	I	By Trust ⁽³⁾
Common Stock Options (to purchase shares of Common Stock)	\$8.125 ⁽⁷⁾							(11)	06/30/2022	Common Stock	6,154 ⁽⁷⁾		6,154 ⁽⁷⁾	I	By Trust ⁽⁴⁾
Common Stock Options (to purchase shares of Common Stock)	\$8.125 ⁽⁷⁾							(11)	06/30/2022	Common Stock	13,847 ⁽⁷⁾		13,847 ⁽⁷⁾	I	By Trust ⁽⁶⁾
Common Stock Options (to purchase shares of Common Stock)	\$8.125 ⁽⁷⁾							(11)	06/30/2022	Common Stock	1,539 ⁽⁷⁾		1,539 ⁽⁷⁾	I	By Trust ⁽⁵⁾
Common Stock Options (to purchase shares of Common Stock)	\$16.25 ⁽⁷⁾							(12)	07/17/2019	Common Stock	6,994 ⁽⁷⁾		6,994 ⁽⁷⁾	D	
Common Stock Options (to purchase shares of Common Stock)	\$16.25 ⁽⁷⁾							(12)	07/17/2019	Common Stock	3,077 ⁽⁷⁾		3,077 ⁽⁷⁾	I	By Trust ⁽³⁾
Common Stock Options (to purchase shares of Common Stock)	\$16.25							(12)	07/17/2019	Common Stock	1,119 ⁽⁷⁾		1,119 ⁽⁷⁾	I	By Trust ⁽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. 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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock														
Common Stock Options (to purchase shares of Common Stock)	\$16.25 ⁽⁷⁾							(12)	07/17/2019	Common Stock	4,196 ⁽⁷⁾	4,196 ⁽⁷⁾	I	By Trust ⁽⁵⁾

Explanation of Responses:

- These awards were made to the reporting person or his designee and were issued to Trusts at his direction for estate planning purposes.
- These Common Stock Options vest in three installments: 25 percent on January 18, 2017 (the grant date), 25 percent on March 31, 2017, and 50 percent on June 30, 2017.
- 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 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 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's Spouse is a trustee of the trust.
- The exercise price and number of shares of these securities have been adjusted to reflect the Company's 325-to-1 reverse stock split effective September 1, 2016.
- 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.
- 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.
- 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.
- 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.
- 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.

/s/ Jeff E. Margolis 01/20/2017
 ** 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.