

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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[ ] 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 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

<b>1. Name and Address of Reporting Person -*</b>  <b>Margolis Jeff Eliot</b>  (Last) (First) (Middle)  <b>C/O RESPIRERX PHARMACEUTICALS INC., 126 VALLEY ROAD, SUITE C</b>  (Street)  <b>GLEN ROCK, NJ 07452</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>RespireRx Pharmaceuticals Inc. [ RSPI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/26/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>SVP, CFO, Sec. &amp; Treasurer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person													
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>															
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											
<b>Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)</b>															
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				
Common Stock Options (to purchase shares of Common Stock)	\$2	7/26/2017		A	(1)	25000		(1)	7/26/2022	Common Stock	25000	\$0	25000	D	
Common Stock Options (to purchase shares of Common Stock)	\$2							(2)	6/30/2022	Common Stock	30000		30000	I	By Trust (7)
Common Stock Options (to purchase shares of Common Stock)	\$2							(2)	6/30/2022	Common Stock	20000		20000	I	By Spouse
Common Stock Options (to purchase shares of Common Stock)	\$3.9							(3)	1/18/2022	Common Stock	35000		35000	I	By Trust (4)
Common Stock Options (to purchase shares of Common Stock)	\$3.9							(3)	1/18/2022	Common Stock	15000		15000	I	By Trust (7)
Warrants (right to buy)	\$6.9225 (8)							(9)	9/30/2020	Common Stock	2423 (8)		2423 (8)	I	By Trust (4)
Warrant (right to buy)	\$6.9225 (8)							(9)	9/30/2020	Common Stock	2423 (8)		2423 (8)	I	By Trust (6)
Common Stock Options (to purchase shares of Common Stock)	\$7.3775 (8)							(10)	3/31/2021	Common Stock	40000 (8)		40000 (8)	I	By Trust (4)
Common Stock Options (to purchase shares of Common Stock)	\$7.3775 (8)							(10)	3/31/2021	Common Stock	6154 (8)		6154 (8)	I	By Trust (5)
Common Stock Options (to purchase shares of Common Stock)	\$7.3775 (8)							(10)	3/31/2021	Common Stock	21539 (8)		21539 (8)	I	By Trust (7)

**Table II - Derivative Securities 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. 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				
Common Stock Options (to purchase shares of Common Stock)	\$7.3775 (8)							(10)	3/31/2021	Common Stock	6154 (8)		6154 (8)	I	By Trust (6)
Common Stock Options (to purchase shares of Common Stock)	\$6.396 (8)							(11)	8/18/2022	Common Stock	13847 (8)		13847 (8)	I	By Trust (4)
Common Stock Options (to purchase shares of Common Stock)	\$6.396 (8)							(11)	8/18/2022	Common Stock	7693 (8)		7693 (8)	I	By Trust (5)
Common Stock Options (to purchase shares of Common Stock)	\$6.396 (8)							(11)	8/18/2022	Common Stock	7693 (8)		7693 (8)	I	By Trust (7)
Common Stock Options (to purchase shares of Common Stock)	\$6.396 (8)							(11)	8/18/2022	Common Stock	1539 (8)		1539 (8)	I	By Trust (6)
Common Stock Options (to purchase shares of Common Stock)	\$8.125 (8)							(12)	6/30/2022	Common Stock	24616 (8)		24616 (8)	I	By Trust (4)
Common Stock Options (to purchase shares of Common Stock)	\$8.125 (8)							(12)	6/30/2022	Common Stock	6154 (8)		6154 (8)	I	By Trust (5)
Common Stock Options (to purchase shares of Common Stock)	\$8.125 (8)							(12)	6/30/2022	Common Stock	13847 (8)		13847 (8)	I	By Trust (7)
Common Stock Options (to purchase shares of Common Stock)	\$8.125 (8)							(12)	6/30/2022	Common Stock	1539 (8)		1539 (8)	I	By Trust (6)
Common Stock Options (to purchase shares of Common Stock)	\$16.25 (8)							(13)	7/17/2019	Common Stock	6994 (8)		6994 (8)	D	
Common Stock Options (to purchase shares of Common Stock)	\$16.25 (8)							(13)	7/17/2019	Common Stock	3077 (8)		3077 (8)	I	By Trust (4)
Common Stock Options (to purchase shares of Common Stock)	\$16.25 (8)							(13)	7/17/2019	Common Stock	1119 (8)		1119 (8)	I	By Trust (5)
Common Stock Options (to purchase shares of Common Stock)	\$16.25 (8)							(13)	7/17/2019	Common Stock	4196 (8)		4196 (8)	I	By Trust (6)

**Explanation of Responses:**

- (1) These Common Stock Options vest in three installments: 25 percent on July 26, 2017 (the grant date), 25 percent on September 30, 2017, and 50 percent on December 31, 2017.
- (2) These Common Stock Options vested upon issuance. These Common Stock Options vested in three installments: 25 percent on July 26, 2017 (the grant date), 25 percent on September 30, 2017, and 50 percent on December 31, 2017.
- (3) These Common Stock Options vested 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, and are all currently vested.
- (4) These securities are held in a trust for the benefit of Mr. Margolis's spouse. Mr. Margolis is a trustee of the trust.
- (5) 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.
- (6) 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.
- (7) These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis's spouse is a trustee of the trust.
- (8) 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.

- (9) 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.
- (10) These Common Stock Options vested 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, and are all currently vested.
- (11) These Common Stock Options vested 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, and are all currently vested.
- (12) 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.
- (13) 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.

**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		SVP, CFO, Sec. & Treasurer	

**Signatures**

/s/ Jeff Eliot Margolis

7/28/2017

\*\*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 control number.