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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 *					2.	- -							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
Margolis Je	eff Eliot				R	RespireRx Pharmaceuticals Inc. [RSPI]]								
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)																
								12	/0./2.0	117				X_Officer (g VP, Treas.,			Other (speci	ty below)			
C/O RESPIRERX								12/	/9/20)1 /				, ,,	,						
PHARMACEUTICALS INC, 126 VALLEY ROAD, SUITE C																					
(Street)					4.	If A	mendme	nt. Date (Origir	nal Fi	led (MM/F	DD/YYYY) 6.	6. Individual or Joint/Group Filing (Check Applicable Line)							
CLEN DO	TIZ NII O	7.450						, 2	J11811		100 (11111)					_	(Circuit App	neuore Eme)			
GLEN ROCK, NJ 07452														X _ Form filed b _ Form filed by		rting Person One Reporting P	erson				
(City) (S	tate) (Z	Zip)																		
			Table	I - Nor	ı-De	riva	itive Seci	urities Ac	quir	ed, D	isposed (of, or Be	enefi	icially Owne	ed						
1. Title of Security				2. Trans	. Date	ate 2A. Deemed		3. Trans. Co	dode 4. Securities Acqu		quired (A) 5. A				6. 7. Nature						
(Instr. 3)							ecution e, if any	(Instr. 8)			sposed of (E . 3, 4 and 5)			wing Reported T : 3 and 4)	5)	Ownership Form:	Beneficial				
																Direct (D) or Indirect	Ownership (Instr. 4)				
								Code	v	Amoi	unt (A) o	r Price				(I) (Instr. 4)					
								•									•				
						Ber								tions, conve			1	ı			
Title of Derivate Security	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date		3A. Deer Execution		rans. le		Number Derivative			te Exeration I	rcisable and Date	Title ar Securities			Price of Derivative	Number of derivative	10. Ownership	 Nature of Indirect 		
(Instr. 3)			Date, if a	nny (Ins	str. 8)		Acquired (Disposed of					Derivativ (Instr. 3 a			Security (Instr. 5)	Securities Beneficially		Beneficial Ownership			
							(Instr. 3, 4				ı	`	· 			Owned Following	Security: Direct (D)	(Instr. 4)			
	Security								Date		Expiration	Title		Amount or Number of		Reported Transaction(s)	or Indirect (I) (Instr.				
				С	ode	V	(A)	(D)	Exerc	isable	Date			Shares		(Instr. 4)	4)				
Common Stock Options (to											12/0/2022	G									
purchase shares of Common	\$1.45	12/9/2017		J	(1)		388687		1	(1)	12/9/2022	Commo Stock		388687	<u>(1)</u>	388687	D				
Stock)																					
Common Stock Options (to								(2)						12/9/2022	Commo	on					
purchase shares of Common	\$1.45	12/9/2017		G	<u>(2)</u>			250000	1	(1)	12/3/2022	Stock		250000	\$0	138687	D				
Stock)																					
Common Stock Options (to	04.45	10/0/2017			(2)		•=====		١.	(1)	12/9/2022	Commo	on	250000			_	By Trust			
purchase shares of Common	\$1.45	12/9/2017		G	<u>(2)</u>		250000		1	(1)		Stock		250000	\$0	250000	I	<u>(6)</u>			
Stock) Common Stock																					
Options (to purchase shares	\$1.45	12/9/2017			<u>(2)</u>			100000	١.,	(1)	12/9/2022	Commo	on	100000	\$0	38687	D				
of Common	31.43	12/9/2017		G				100000	_			Stock		100000	30	30007	"				
Stock) Common Stock																					
Options (to purchase shares	\$1.45	12/9/2017		G	<u>(2)</u>		100000		1	(1)	12/9/2022	Commo		100000	\$0	100000	I	By Trusts			
of Common Stock)	91110	12/3/2017		"			10000					Stock		10000	Ψ0	100000	_	<u>(7)</u>			
Common Stock																					
Options (to purchase shares	\$1.45	12/9/2017		G	<u>(2)</u>			38687	1	<u>(1)</u>	12/9/2022	Commo		38687	\$0	0	D				
of Common Stock)												Stock									
Common Stock																					
Options (to purchase shares	\$1.45	12/9/2017		G	<u>(2)</u>		38687		1	(1)	12/9/2022	Commo Stock		38687	\$0	38687	I	By Spouse			
of Common Stock)												Stock						Spouse			
Common Stock																					
Options (to purchase shares	\$1.45	12/9/2017		G	<u>(2)</u>			38687		<u>(1)</u>	12/9/2022	Commo Stock		38687	\$0	0	I	By Spouse			
of Common Stock)																					
		_		-		-						T	-	_	_		_				

141	ne ii - Dei	Ivative Sc	currences	<i>D</i> (1	rerrerrij	O Which ((c.g. , par.	, синэ, п	arranes, o	ptions, conve	i tibic sec	uiitics		
Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	ode 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)		derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			Direct (D) or Indirect (I) (Instr. 4)	
\$1.45	12/9/2017		G (2)		38687		(1)	12/9/2022	Common Stock	38687	\$0	38687	I	By Trust
\$2							(3)	7/26/2022	Common Stock	25000		25000	D	
\$2							<u>(4)</u>	6/30/2022	Common Stock	30000		30000	I	By Trust
\$2							<u>(4)</u>	6/30/2022	Common Stock	20000		20000	I	By Spouse
\$3.9							(5)	1/18/2022	Common Stock	35000		35000	I	By Trust
\$3.9							<u>(5)</u>	1/18/2022	Common Stock	15000		15000	I	By Trusts
\$6.9225 (10)							<u>(11)</u>	9/30/2020	Common Stock	2423 (10)		2243 (10)	I	By Trust
\$6.9225 (10)							<u>(11)</u>	9/30/2020	Common Stock	2423 (10)		2423 (10)	I	By Trusts
\$7.3775 (10)							(12)	3/31/2021	Common Stock	40000 (10)		40000 (10)	I	By Trust
\$7.3775 (10)							(12)	3/31/2021	Common Stock	6154 (10)		6154 (10)	I	By Trusts
\$7.3775 (10)							(12)	3/31/2021	Common Stock	21539 (10)		21539 (10)	I	By Trust
\$7.3775 (10)							(12)	3/31/2021	COmmon Stock	6154 (10)		6154 (10)	I	By Trusts
\$6.396 (10)							(13)	8/18/2022	Common Stock	13847 (10)		13847 (10)	I	By Trust
\$6.396 (10)							(13)	8/18/2022	Common Stock	7693 (10)		7693 (10)	I	By Trusts
\$6.396 (10)							(13)	8/18/2022	Common Stock	7693 (10)		7693	I	By Trust
\$6.396 (10)							(13)	8/18/2022	Common Stock	1539 (10)		1538 (10)	I	By Trusts
\$8.125 (10)							(14)	6/30/2022	Common Stock	24616 (10)		24616 (10)	I	By Trust
	2. Conversion or Exercise Price of Derivative Security \$1.45 \$2 \$2 \$2 \$3.9 \$6.9225 (10) \$7.3775 (10) \$7.3775 (10) \$7.3775 (10) \$6.396 (10) \$6.396 (10) \$6.396 (10)	2. Conversion or Exercise Price of Derivative Security \$1.45 12/9/2017 \$2 \$2 \$2 \$2 \$3.9 \$3.9 \$6.9225 (10) \$7.3775 (10) \$7.3775 (10) \$7.3775 (10) \$6.396 (10) \$	2. Conversion of Exercise Price of Detectivative Security \$1.45 12/9/2017 \$1.45 12/9/2017 \$2 \$2 \$3.9 \$3.9 \$6.9225 (10) \$7.3775 (10) \$7.3775 (10) \$6.396 (10) \$6.396 (10) \$6.396 (10) \$6.396 (10)	2.	2. Conversion of Exercise Price of Derivative Security St. 45 12/9/2017 G (2) \$2 S2 S3.9 S6.9225 (10) \$7.3775 (10) S7.3775 (10) \$7.3775 (10) S6.396 (10) \$6.396 (10) S6.396 (10) \$6.396 (10) S6.396 (10) \$6.396 (10) S6.396 (10)	2	2	2	2	2.	2	2	Conversion Date Conversion Conversio	2

	Tal	ble II - Dei	rivative Se	curities	Ber	neficially	Owned (e.g. , puts	s, calls, w	arrants, o	ptions, conve	ertible sec	urities)		
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative	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)			9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security:	Beneficial
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Options (to purchase shares of Common Stock)	\$8.125 (10)							(14)	6/30/2022	Common Stock	6154 (10)		6154 (10)	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$8.125 (10)							(14)	6/30/2022	Common Stock	13847 (10)		13847 (10)	I	By Trust
Common Stock Options (to purchase shares of Common Stock)	\$8.125 (10)							(14)	6/30/2022	Common Stock	1539 (10)		1539 (10)	I	By Trusts
Common Stock Options (to purchase shares of Common Stock)	\$16.25 (10)							(15)	7/17/2019	Common Stock	6994 (10)		6994 (10)	D	
Common Stock Options (to purchase shares of Common Stock)	\$16.25 (10)							(15)	7/17/2019	Common Stock	8392 (10)		8392 (10)	I	By Trust (6) (7) (8)

Explanation of Responses:

- (1) On December 9, 2017, Mr. Margolis forgave all of the accrued but unpaid compensation to which, pursuant to his employment agreement, he was entitled as of September 30, 2017, an aggregate of \$560,876. On that date, the Company granted Mr. Margolis options to purchase 388,687 shares of the Company's common stock, with a black-scholes value of \$1.44 per option and an aggregate value of \$560,876. These Common Stock Options vested upon issuance.
- (2) These dispositions and acquisitions reflect estate planning transactions. These securities are being contributed to trusts for the benefit of Mr. Margolis, his spouse and his children, as specified.
- (3) 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.
- (4) These Common Stock Options vested upon issuance.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) These securities are held in a trust for the benefit of Mr. Margolis. Mr. Margolis is a trustee of the trust.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Margolis Jeff Eliot							

C/O RESPIRERX PHARMACEUTICALS INC 126 VALLEY ROAD, SUITE C	X	SVP, Treas., Sec., CFO	
GLEN ROCK, NJ 07452			

Signatures

/s/ Jeff Eliot Margolis	12/12/201			
** Signature of Penorting 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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