

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, CFO, Secretary & Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2020	
	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	(A) or (D)	Price			
Common Stock	03/22/2020		J ⁽¹⁾		4,500,000	A	(1)	4,500,000	D	
Common Stock	03/22/2020		G ⁽²⁾		4,250,000	D	\$0	250,000	D	
Common Stock	03/22/2020		G ⁽²⁾		4,250,000	A	\$0	4,280,769	I	By Trust ⁽³⁾
Common Stock	03/22/2020		G ⁽²⁾		125,000	D	\$0	125,000	D	
Common Stock	03/22/2020		G ⁽²⁾		125,000	A	\$0	125,208	I	By Trust ⁽⁴⁾
Common Stock	03/22/2020		G ⁽²⁾		125,000	D	\$0	0	D	
Common Stock	03/22/2020		G ⁽²⁾		125,000	A	\$0	125,207	I	By Trust ⁽⁵⁾
Common Stock								3,076	I	By Trust ⁽⁶⁾
Common Stock								6,153	I	By Trust ⁽⁷⁾
Common Stock								6,153	I	By Trust ⁽⁸⁾

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)					

Explanation of Responses:

- On March 21, 2020, Mr. Margolis agreed to forgive a portion of the accrued but unpaid compensation to which he was entitled pursuant to his employment agreement with RespireRx Pharmaceuticals Inc. (the "Company") equal to \$153,000. On March 22, 2020, the Company issued to Mr. Margolis 4,500,000 shares of the Company's common stock, in exchange for the forgiveness of \$153,000 of accrued and unpaid compensation, which equates to a per share value of \$0.034 per share, the closing share price of the Company's common stock on Friday, March 20, the last business day prior to the transaction.
- 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.
- Mr. Margolis gifted these securities into a family trust for the benefit of Mr. Margolis's spouse. Mr. Margolis's spouse is a trustee of the trust. 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.
- Mr. Margolis gifted these securities into a family trust for the benefit of his daughter. Mr. Margolis's spouse is a trustee of the trust. 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.
- Mr. Margolis gifted these securities into a family trust for the benefit of his son. Mr. Margolis's spouse is a trustee of the trust. 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 is a trustee of the trust.
- These securities are held in trusts for the benefit of Mr. Margolis's daughter. 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 trusts for the benefit of Mr. Margolis's son. 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.

/s/ Jeff Eliot Margolis 03/24/2020

** 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.