

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>			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) <u>SVP, CFO, Secret'y & Treasurer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/13/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GLEN ROCK NJ 07452</u>								
(City) (State) (Zip)								

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			

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
Series H Preferred Stock ⁽¹⁾	\$0.0064	07/13/2020		J ⁽²⁾		500		07/13/2020	09/30/2023	Conversion Units ⁽³⁾	78,125,000	⁽²⁾	500	D	
Series H Preferred Stock ⁽¹⁾	\$0.0064	07/13/2020		G ⁽⁴⁾			450	07/13/2020	09/30/2023	Conversion Units ⁽³⁾	70,312,500	\$0	50	D	
Series H Preferred Stock ⁽¹⁾	\$0.0064	07/13/2020		G ⁽⁴⁾		450		07/13/2020	09/30/2023	Conversion Units ⁽³⁾	70,312,500	\$0	450	I	By Trust ⁽⁵⁾
Series H Preferred Stock ⁽¹⁾	\$0.0064	07/13/2020		G ⁽⁴⁾		25		07/13/2020	09/30/2023	Conversion Units ⁽³⁾	3,906,250	\$0	25	D	
Series H Preferred Stock ⁽¹⁾	\$0.0064	07/13/2020		G ⁽⁴⁾		25		07/13/2020	09/30/2023	Conversion Units ⁽³⁾	3,906,250	\$0	25	I	By Trust ⁽⁶⁾
Series H Preferred Stock ⁽¹⁾	\$0.0064	07/13/2020		G ⁽⁴⁾		25		07/13/2020	09/30/2023	Conversion Units ⁽³⁾	3,906,250	\$0	0	D	
Series H Preferred Stock ⁽¹⁾	\$0.0064	07/13/2020		G ⁽⁴⁾		25		07/13/2020	09/30/2023	Conversion Units ⁽³⁾	3,906,250	\$0	25	I	By Trust ⁽⁷⁾

Explanation of Responses:

- The full designation of this class of preferred stock is "Series H 2% Voting, Non-Participating, Convertible Preferred Stock."
- On July 13, 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 \$500,000. On July 13, 2020, the Company issued to Mr. Margolis 500 shares of the Company's Series H 2% Voting, Non-Participating, Convertible Preferred Stock in exchange for the forgiveness of \$500,000 of accrued and unpaid compensation, which equates to a per share value of \$1,000.00 per share.
- Each Conversion Unit consists of one share of the common stock of the Company, and one warrant exercisable into one share of the common stock of the Company (such warrant having an initial exercise price of \$0.007 per share, and terminating on September 30, 2023).
- These dispositions and acquisitions reflect estate planning transactions. These securities are being contributed to trusts for the benefit of Mr. Margolis' spouse and 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 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.
- 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.

/s/ Jeff Eliot Margolis 07/15/2020

** 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.