

OMB APPROVAL	
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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

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>Lippa Arnold</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. Chairman &amp; CSO</u>	
(Last) (First) (Middle) <u>C/O RESPIRERX PHARMACEUTICALS INC.</u> <u>126 VALLEY ROAD, SUITE C</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2020</u>			
(Street) <u>GLEN ROCK NJ 07452</u>		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 Form filed by More than One Reporting Person	
(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 <sup>(1)</sup>	\$0.0064	09/30/2020		J <sup>(2)</sup>		100		09/30/2020	09/30/2023	Conversion Units <sup>(3)</sup>	15,625,000	<sup>(2)</sup>	100	D	
Series H Preferred Stock <sup>(1)</sup>	\$0.0064	09/30/2020		G <sup>(4)</sup>		100		09/30/2020	09/30/2023	Conversion Units <sup>(3)</sup>	15,625,000	\$0	0	D	
Series H Preferred Stock <sup>(1)</sup>	\$0.0064	09/30/2020		G <sup>(4)</sup>		100		09/30/2020	09/30/2023	Conversion Units <sup>(3)</sup>	15,625,000	\$0	0	I	By Trust <sup>(5)</sup>

Explanation of Responses:

- The full designation of this class of preferred stock is "Series H 2% Voting, Non-Participating, Convertible Preferred Stock".
- On September 30, 2020, Dr. Lippa agreed to forgive a portion of accrued compensation owing from RespireRx Pharmaceuticals Inc. (the "Company") equal to \$100,000, and in exchange, the Company issued to Dr. Lippa 100 shares of the Company's Series H 2% Voting, Non-Participating, Convertible Preferred Stock, 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).
- The disposition or acquisition, as applicable, reflects an estate planning transaction.
- Dr. Lippa gifted these securities into a family trust for the benefit of his spouse, daughter and grandchildren. Dr. Lippa is not the trustee, does not exercise voting or investment control over shares held in the trust, and disclaims beneficial ownership of the shares of Series H Preferred Stock owned by the trust, except to the extent of his pecuniary interest therein.

/s/ Arnold Lippa

10/02/2020

\*\* 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.