

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>Jones Timothy L.</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) CEO and President		
(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>			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		
(Street) <u>GLEN ROCK NJ 07452</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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			
Common Stock	09/30/2020		C ⁽¹⁾		4,409,063	A	(1)	4,409,063	D	

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	Amount or Number of Shares				
Series H Preferred Stock ⁽²⁾	\$0.0064	09/30/2020		J ⁽³⁾		28.218		09/30/2020	09/30/2023	Conversion Units ⁽⁴⁾	4,409,063	(3)	28.218	D	
Series H Preferred Stock ⁽²⁾	\$0.0064	09/30/2020		C		28.218		09/30/2020	09/30/2023	Conversion Units ⁽⁴⁾	4,409,063	(3)	0	D	
Warrants (to purchase Common Stock)	\$0.007	09/30/2020		C ⁽¹⁾		4,409,063		09/30/2020	09/30/2023	Common Stock	4,409,063	(1)	4,409,063	D	

Explanation of Responses:

- On September 30, 2020, Mr. Jones converted his outstanding shares of the Company's Series H 2% Voting, Non-Participating, Convertible Preferred Stock ("Series H Preferred") into 4,409,063 Conversion Units comprising 4,409,063 shares of the common stock of the Company and 4,409,063 warrants exercisable into 4,409,063 shares of the common stock of the Company.
- The full designation of this class of preferred stock is "Series H 2% Voting, Non-Participating, Convertible Preferred Stock".
- On September 30, 2020, Mr. Jones agreed to forgive a portion of accrued compensation owing from RespireRx Pharmaceuticals Inc. (the "Company") equal to \$28,218, and in exchange, the Company issued to Mr. Jones 28,218 shares of Series H Preferred stock, which equates to a per share value of \$1,000.00 per share.
- Each Conversion Unit ("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).

/s/ Timothy Jones 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.