

OMB APPROVAL	
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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 &amp; Treasurer</u>			
(Last)	(First)	(Middle)	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			
C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
GLEN ROCK	NJ		07452						

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 <sup>(1)</sup>		91,871,094	A	(1)	96,151,863	I	By Trust <sup>(2)</sup>	
Common Stock	09/30/2020		C <sup>(1)</sup>		5,017,144	A	(1)	5,142,351	I	By Trust <sup>(3)</sup>	
Common Stock	09/30/2020		C <sup>(1)</sup>		5,017,144	A	(1)	5,142,351	I	By Trust <sup>(4)</sup>	

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 <sup>(5)</sup>	\$0.0064	09/30/2020		J <sup>(6)</sup>		150		09/30/2020	09/30/2023	Conversion Units <sup>(7)</sup>	23,437,500	(6)	150	D	
Series H Preferred Stock <sup>(5)</sup>	\$0.0064	09/30/2020		G <sup>(8)</sup>		136		09/30/2020	09/30/2023	Conversion Units <sup>(7)</sup>	21,250,000	\$0	14	D	
Series H Preferred Stock <sup>(5)</sup>	\$0.0064	09/30/2020		G <sup>(8)</sup>		136		09/30/2020	09/30/2023	Conversion Units <sup>(7)</sup>	21,250,000	\$0	587.975 <sup>(9)</sup>	I	By Trust <sup>(10)</sup>
Series H Preferred Stock <sup>(5)</sup>	\$0.0064	09/30/2020		G <sup>(8)</sup>		7		09/30/2020	09/30/2023	Conversion Units <sup>(7)</sup>	1,093,750	\$0	7	D	
Series H Preferred Stock <sup>(5)</sup>	\$0.0064	09/30/2020		G <sup>(8)</sup>		7		09/30/2020	09/30/2023	Conversion Units <sup>(7)</sup>	1,093,750	\$0	32.11 <sup>(11)</sup>	I	By Trust <sup>(12)</sup>
Series H Preferred Stock <sup>(5)</sup>	\$0.0064	09/30/2020		G <sup>(8)</sup>		7		09/30/2020	09/30/2023	Conversion Units <sup>(7)</sup>	1,093,750	\$0	0	D	
Series H Preferred Stock <sup>(5)</sup>	\$0.0064	09/30/2020		G <sup>(8)</sup>		7		09/30/2020	09/30/2023	Conversion Units <sup>(7)</sup>	1,093,750	\$0	32.11 <sup>(13)</sup>	I	By Trust <sup>(14)</sup>
Warrants (to purchase Common Stock)	\$0.007	09/30/2020		C <sup>(1)</sup>		91,871,094		09/30/2020	09/30/2023	Common Stock	91,871,094	(1)	91,871,094	I	By Trust <sup>(2)</sup>
Warrants (to purchase Common Stock)	\$0.007	09/30/2020		C <sup>(1)</sup>		5,017,144		09/30/2020	09/30/2023	Common Stock	5,017,144	(1)	5,017,144	I	By Trust <sup>(3)</sup>
Warrants (to purchase Common Stock)	\$0.007	09/30/2020		C <sup>(1)</sup>		5,017,144		09/30/2020	09/30/2023	Common Stock	5,017,144	(1)	5,017,144	I	By Trust <sup>(4)</sup>

Explanation of Responses:

- On September 30, 2020, each of the trusts into which Mr. Margolis transferred shares of the Company's Series H 2% Voting, Non-Participating, Convertible Preferred Stock ("Series H Preferred") converted all of their outstanding shares of the Series H Preferred into a total of 101,905,382 Conversion Units comprising 101,905,382 shares of the common stock of the Company and 101,905,382 warrants exercisable into 101,905,382 shares of the common stock of the Company.
- These securities are held by 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.
- These securities are held by a family trust for the benefit of Mr. Margolis's 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 by a family trust for the benefit of Mr. Margolis's 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.
- The full designation of this class of preferred stock is "Series H 2% Voting, Non-Participating, Convertible Preferred Stock".
- On September 30, 2020, Mr. Margolis agreed to forgive a portion of accrued compensation owing from RespireRx Pharmaceuticals Inc. (the "Company") equal to \$150,000, and in exchange, the Company issued to Mr. Margolis 150 shares of Series H 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).
- 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.
- This reflects the 136 Series H Preferred shares transferred on September 30, 2020, plus 450 Series H Preferred shares previously transferred to the trust on July 13, 2020, plus 1.975 additional dividend shares of Series H Preferred on the 450 Series H Preferred shares held since July 13, 2020.
- 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.
- This reflects the 7 Series H Preferred shares transferred on September 30, 2020, plus 25 Series H Preferred shares previously transferred to the trust on July 13, 2020, plus 0.1097222 additional dividend shares of Series H Preferred on the 25 Series H Preferred shares held since July 13, 2020.
- 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.
- This reflects the 7 Series H Preferred shares transferred on September 30, 2020, plus 25 Series H Preferred shares previously transferred to the trust on July 13, 2020, plus 0.1097222 additional dividend shares of Series H Preferred on the 25 Series H Preferred shares held since July 13, 2020.

H Preferred on the 25 Series H Preferred shares held since July 13, 2020.

14. 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

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.

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