

RespireRx Pharmaceuticals Inc.
 Form 4
 July 06, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Purcell Richard David Jr.

(Last) (First) (Middle)

C/O RESPIRERX
 PHARMACEUTICALS INC., 126
 VALLEY ROAD, SUITE C

(Street)

GLEN ROCK, NJ 07452

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 RespireRx Pharmaceuticals Inc.
 [RSPI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/30/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP - Research and Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock Options (to purchase shares of Common Stock)	\$ 2	06/30/2017		A	40,000	(1) 06/30/2022	common stock	40,000
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9					(2) 01/17/2022	common stock	40,000
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 (3)					(4) 03/31/2021	common stock	61,539 (3)
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 (3)					(5) 08/18/2022	common stock	9,231 (3)
Common Stock Options (to purchase shares of Common Stock)	\$ 8.125 (3)					(6) 06/30/2022	common stock	6,154 (3)

