

RespireRx Pharmaceuticals Inc.
Form 4
June 20, 2016

FORM 4

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

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 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 *
Lippa Arnold

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman and CSO

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLEN ROCK, NJ 07452

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	Price

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Options (to purchase shares of Common Stock)	\$ 0.025	06/16/2016		J ⁽¹⁾	15,000,000	⁽³⁾	06/30/2022	Common Stock	15,000,000
Common Stock Options (to purchase shares of Common Stock)	\$ 0.0197	06/16/2016		J ⁽¹⁾	10,000,000	⁽⁴⁾	08/18/2022	Common Stock	10,000,000
Common Stock Options (to purchase shares of Common Stock)	\$ 0.0227	06/16/2016		J ⁽²⁾	24,000,000	⁽⁵⁾	03/31/2021	Common Stock	24,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lippa Arnold C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C GLEN ROCK, NJ 07452	X		Executive Chairman and CSO	

Signatures

/s/ Arnold Lippa 06/20/2016
 **Signature of Date
 Reporting Person

Explanation of Responses:

* 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).

- (1) Mr. Lippa transferred these Common Stock Options into a family trust for estate planning purposes. He is not the trustee and does not exercise voting or investment control over shares held in the trust but he is a beneficiary of the trust.
- (2) Mr. Lippa transferred 14,000,000 of these Common Stock Options into the family trust described above in Footnote 1. He transferred the remaining 10,000,000 into another family trust of which he is neither the trustee nor the beneficiary.
- (3) These Common Stock Options vest in three installments: 50 percent on June 30, 2015, 25 percent on September 30, 2015, and 25 percent on December 31, 2015, and are all currently vested and exercisable.
- (4) These Common Stock Options vest in four equal installments: 25 percent on December 31, 2015, 25 percent on March 31, 2016, 25 percent on June 30, 2016, and 25 percent on September 30, 2016.
- (5) These Common Stock Options vest in four equal installments: 25 percent on March 31, 2016 (the grant date), 25 percent on June 30, 2016, 25 percent on September 30, 2016, and 25 percent on December 31, 2016.

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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