

CORTEX PHARMACEUTICALS INC/DE/

Form 5

February 07, 2007

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
ROGERS GARY ALLEN

(Last) (First) (Middle)

15241 BARRANCA PKWY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CORTEX PHARMACEUTICALS
INC/DE/ [COR]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20064. 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)
Sr VP, Pharmaceutical Research6. Individual or Joint/Group Reporting
(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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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.**SEC 2270
(9-02)**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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)					
Options to Purchase Common Stock	\$ 3	09/05/2000	Â	A4	3,399	Â	Â <u>(1)</u>		09/05/2010	Common Stock	3,399
Options to Purchase Common Stock	\$ 0.75	12/16/2002	Â	A4	5,000	Â	Â <u>(2)</u>		12/16/2012	Common Stock	5,000
Options to Purchase Common Stock	\$ 2.76	12/09/2003	Â	A4	10,000	Â	Â <u>(3)</u>		12/09/2013	Common Stock	10,000
Options to Purchase Common Stock	\$ 2.68	12/16/2004	Â	A4	10,000	Â	Â <u>(4)</u>		12/16/2014	Common Stock	10,000
Options to Purchase Common Stock	\$ 2.35	12/01/2005	Â	A4	15,000	Â	Â <u>(5)</u>		12/01/2015	Common Stock	15,000
Options to Purchase Common Stock	\$ 1.3	12/18/2006	Â	A4	15,000	Â	Â <u>(6)</u>		12/18/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS GARY ALLEN 15241 BARRANCA PKWY IRVINE,Â CAÂ 92618	Â	Â	Â Sr VP, Pharmaceutical Research	Â

Signatures

Maria S. Messinger, Attorney
in fact

02/07/2007

__Signature of Reporting Person

Date

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) The option became fully vested and exercisable as of September 5, 2003.
- (2) The option became fully vested and exercisable as of December 16, 2005.
- (3) The option became fully vested and exercisable as of December 9, 2006.
- (4) The option becomes vested and exercisable in three equal annual installments beginning on December 16, 2005.
- (5) The option becomes vested and exercisable in three equal annual installments beginning on December 1, 2006.
- (6) The option becomes vested and exercisable in three equal annual installments beginning on December 18, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.