

RespireRx Pharmaceuticals Inc.  
Form 4  
April 04, 2016

**FORM 4**

**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).

**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: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MacFarlane Katie

(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)  
03/31/2016

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | 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  
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SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3)                            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                            |
|--|---|---|---|---|--|--|--|---------------------|--------------------|-----------------|----------------------------|
|  |   |   |   | Code                                    | V  | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 0.0227   | 03/31/2016                              |   | A                                       |  | 10,000,000   |  | <u>(1)</u>          | 03/31/2021         | Common<br>Stock | 10,000,000                 |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 0.0197   |   |   |   |  |  |  | <u>(2)</u>          | 08/18/2022         | Common<br>Stock | 3,000,000                  |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 0.025  |   |   |   |  |  |  | <u>(3)</u>          | 06/30/2022         | Common<br>Stock | 2,000,000                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MacFarlane Katie<br>C/O RESPIRERX PHARMACEUTICALS INC.<br>126 VALLEY ROAD, SUITE C<br>GLEN ROCK, NJ 07452 | X             |           |         |       |

## Signatures

/s/ Kathryn  
MacFarlane 04/04/2016

\_\_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) 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.
- (2) 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.
- (3) The 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.

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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