

RespireRx Pharmaceuticals Inc.
Form 4
January 20, 2017

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MANUSO JAMES S J

(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)
01/18/2017

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) President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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.**

SEC 1474
(9-02)

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

Edgar Filing: RespireRx Pharmaceuticals Inc. - Form 4

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 o Number o Shares
Common Stock Options (to purchase shares of Common Stock)	\$ 3.9	01/18/2017		A		75,000		<u>(1)</u>	01/18/2017	Common Stock	75,000
Common Stock Warrants (right to buy)	\$ 4.875 <u>(2)</u>							04/07/2016	09/30/2020	Common Stock	36,578 <u>(2)</u>
Common Stock Warrants (right to buy)	\$ 6.5 <u>(2)</u>							02/04/2016	02/04/2019	Common Stock	8,093 <u>(2)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 7.3775 <u>(2)</u>							<u>(3)</u>	03/31/2021	Common Stock	81,539 <u>(2)</u>
Common Stock Options (to purchase shares of Common Stock)	\$ 6.396 <u>(2)</u>							<u>(4)</u>	08/18/2025	Common Stock	15,634 <u>(2)</u>
Common Stock Options (to	\$ 6.396 <u>(2)</u>							<u>(4)</u>	08/18/2025	Common Stock	246,154 <u>(2)</u>

purchase
shares of
Common
Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANUSO JAMES S J C/O RESPIRERX PHARMACEUTICALS INC. 126 VALLEY ROAD, SUITE C GLEN ROCK, NJ 07452	X		Preident & CEO	

Signatures

/s/ James S. J. 01/20/2017
Manuso

**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) These Common Stock Options vest in three installments: 25 percent on January 18, 2017 (the grant date), 25 percent on March 31, 2017, and 50 percent on June 30, 2017.
- (2) The exercise price and number of shares of these securities have been adjusted to reflect the Company's 325-to-1 reverse stock split effective September 1, 2016.
- (3) These Common Stock Options vested 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.
- (4) These Common Stock Options vested in three installments: 50 percent on August 18, 2015 (the grant date), 25 percent on February 18, 2016, and 25 percent on August 18, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space 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.