

Purcell Richard David Jr.  
Form 4  
December 12, 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  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O RESPIRERX  
PHARMACUETICALS 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)  
12/09/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP - Research and Development

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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.

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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)

# Edgar Filing: Purcell Richard David Jr. - Form 4

| 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<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                |
|--|---|---|---|---|---|--|-----|---|--------------------|-----------------|--------------------------------|
|  |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount o<br>Number o<br>Shares |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 1.45   | 12/09/2017                              |   | A                                       |   | 100,000  |     | <u>(1)</u>  | 12/09/2022         | Common<br>Stock | 100,000                        |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 2  |   |   |   |   |  |     | <u>(1)</u>  | 06/30/2017         | Common<br>Stock | 40,000                         |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 3.9  |   |   |   |   |  |     | <u>(2)</u>  | 01/17/2022         | Common<br>Stock | 40,000                         |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 7.3775<br><u>(3)</u>   |   |   |   |   |  |     | <u>(4)</u>  | 03/31/2021         | Common<br>Stock | 61,539<br><u>(3)</u>           |
| Common<br>Stock<br>Options<br>(to<br>purchase<br>shares of<br>Common<br>Stock) | \$ 6.396<br><u>(3)</u>  |   |   |   |   |  |     | <u>(5)</u>  | 08/18/2022         | Common<br>Stock | 9,231 <u>(3)</u>               |

Stock)

Common

Stock

Options

(to \$ 8.125

purchase (3)

shares of

Common

Stock)

(6)

06/30/2022

Common  
Stock6,154 (3)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

Purcell Richard David Jr.

C/O RESPIRERX PHARMACUETICALS INC.

126 VALLEY ROAD, SUITE C

GLEN ROCK, NJ 07452

SVP - Research and Development

## Signatures

/s/ Richard D.

Purcell, Jr.

12/12/2017

\*\*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 vested upon issuance.

(2) These Common Stock Options vested 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, and are all currently vested.

(3) 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.

(4) 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, and are all currently vested.

(5) These Common Stock Options vested 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, and are all currently vested.

(6) The Common Stock Options vested 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.

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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