

CORTEX PHARMACEUTICALS INC/DE/
 Form 4
 July 21, 2014

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
 CORTEX PHARMACEUTICALS INC/DE/ [CORX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/17/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

C/O CORTEX 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)
Common Stock				(A) or (D) Price	15,000,000 ⁽¹⁾ I	I	By Arnold Lippa Family Trust of 2007 ⁽¹⁾

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

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number.

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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Common Stock Options (to purchase shares of Common Stock)	\$ 0.05	07/17/2014		A	5,000,000	(2) 07/17/2019	Common Stock 5,000,000
Series G 1.5% Convertible Preferred Stock	(3)					(3) (3)	Common Stock 75,000

Reporting Owners

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

Signatures

/s/ Arnold Lippa 07/21/2014

**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).

- These shares of common stock were previously owned directly and were transferred to the Arnold Lippa Family Trust of 2007 (the "Trust") on April 18, 2014. The reporting person's wife, daughter and grandchildren are beneficiaries of the Trust. The reporting person disclaims beneficial ownership of the shares of common stock owned by the Trust, except to the extent of his pecuniary interest therein.
- (1) The Common Stock Options vest in three equal installments on July 17, 2014, September 30, 2014 and December 31, 2014.
- (2) The Common Stock Options vest in three equal installments on July 17, 2014, September 30, 2014 and December 31, 2014.

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The Series G 1.5% Convertible Preferred Stock ("Series G Preferred") is convertible into shares of common stock, subject to adjustment for dividends, stock splits and certain fundamental transactions. If not converted sooner, the shares of Series G Preferred would

- (3) mandatorily convert at the then-current exchange rate in the event of a qualified public offering or upon the vote of holders of a majority of the stated value of the Series G Preferred issued and outstanding, and will be mandatorily redeemed by conversion to common stock at the then-current exchange rate on April 17, 2016, the two year anniversary of the final sale under the offering of the Series G Preferred.

These shares of Series G Preferred were previously owned directly and were transferred to the Trust on or about April 18, 2014. The

- (4) reporting person's wife, daughter and grandchildren are beneficiaries of the Trust. The reporting person disclaims beneficial ownership of the shares of Series G Preferred owned by the Trust, except to the extent of his pecuniary interest therein.

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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