#### **ALLNUTT ROBERT**

Form 4

August 07, 2012

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ALLNUTT ROBERT

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CORTEX PHARMACEUTICALS INC/DE/[COR]

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

X\_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

15241 BARRANCA PKWY

08/03/2012

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

below)

IRVINE, CA 92618

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

Reported Transaction(s)

(A) or Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3)                                   | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | 3) | Acquired (A Disposed of (Instr. 3, 4, 5) | f (D) |                     |                    |                 |                            |
|----------------------------------------------|------------------------------------|------------|------------------|-----------|----|------------------------------------------|-------|---------------------|--------------------|-----------------|----------------------------|
|                                              |                                    |            |                  | Code      | V  | (A)                                      | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Options<br>to<br>Purchase<br>Common<br>Stock | \$ 0.06                            | 08/03/2012 |                  | A         |    | 30,000                                   |       | 08/03/2012          | 08/03/2022         | Common<br>Stock | 30,00                      |
| Options<br>to<br>Purchase<br>Common<br>Stock | \$ 0.06                            | 08/03/2012 |                  | A         |    | 303,333<br>(1)                           |       | 08/03/2012          | 08/03/2022         | Common<br>Stock | 303,33                     |

# **Reporting Owners**

| Reporting Owner Name / Address                            | Relationships |           |         |       |  |  |  |
|-----------------------------------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 8                                                       | Director      | 10% Owner | Officer | Other |  |  |  |
| ALLNUTT ROBERT<br>15241 BARRANCA PKWY<br>IRVINE, CA 92618 | X             |           |         |       |  |  |  |

## **Signatures**

Maria S. Mesisnger, Attorney in fact 08/06/2012

\*\*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 options to purchase common stock were granted in lieu of cash fees for service on the Board of Directors and committees of the Board of Directors of the Company from January 1, 2012 through August 3, 2012.

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.

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