

CORTEX PHARMACEUTICALS INC/DE/  
Form 4  
June 27, 2012

**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 \*  
samyang optics co., ltd

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)  
06/25/2012

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

15FLOOR, KT BLDG, 422,  
TEHERANRO, GANGNAMGU

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

SEOUL, M5 135-839

(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)<br>Code V Amount (D) Price                                    | 9,656,998   | D <sup>(1)</sup>   |                                   |
| common stock                    |                                      |  |                                |   | 6,765,466   | I  | By subsidiary <u>(2)</u>          |

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

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(9-02)

**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 Number of Shares |
| Warrant to Purchase Common Stock           | \$ 0.056   | 06/25/2012                           |  | P                              | 4,000,000   | 06/25/2012   | 06/25/2014  | common stock | 4,000,000               |
| Warrant to Purchase Common Stock           | \$ 0.1035  |                                      |  |                                |   | 10/20/2011   | 10/20/2013  | common stock | 1,691,000               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                                |
|--|---------------|-----------|---------|--------------------------------|
|  | Director      | 10% Owner | Officer | Other                          |
| samyang optics co., ltd<br>15FLOOR, KT BLDG, 422, TEHERANRO<br>GANGNAMGU<br>SEOUL, M5 135-839                          |               | X         |         |                                |
| Samyang Value Partners Co., Ltd.<br>1103 HYUNDAI OFFICETEL, ANAMTOWER<br>311 TEHERANRO, GANGNAMGU<br>SEOUL, M5 135-513 |               |           |         | subsidiary of designated filer |

## Signatures

/s/ Dong Hoon Kim 06/27/2012

\*\*Signature of Reporting Person Date

/s/ Seung Chan Kim 06/27/2012

\*\*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) Securities held by Samyang Optics Co., Ltd., a ten percent owner of the issuer

(2) Securities held by Samyang Value Partners Co., Ltd., a wholly owned subsidiary of Samyang Optics Co., Ltd.

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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