

CORTEX PHARMACEUTICALS INC/DE/
 Form 3
 February 07, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Johnson Steven Andrew		(Month/Day/Year)	CORTEX PHARMACEUTICALS INC/DE/ [COR]	
(Last)	(First)	(Middle)	02/06/2007	
15241 BARRANCA PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
IRVINE,Â CAÂ 92618			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			VP, Preclinical Development	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,000	D	Â
Common Stock	2,350	I	Consists of shares beneficially owned by spouse.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Options to Purchase Common Stock	12/22/2000	12/22/2008	Common Stock	8,750	\$ 0.375	D	Â
Options to Purchase Common Stock	12/17/2002	12/17/2009	Common Stock	25,000	\$ 0.745	D	Â
Options to Purchase Common Stock	12/16/2005	12/16/2012	Common Stock	30,000	\$ 0.75	D	Â
Options to Purchase Common Stock	12/09/2006	12/09/2013	Common Stock	50,000	\$ 2.76	D	Â
Options to Purchase Common Stock	Â <u>(1)</u>	12/16/2014	Common Stock	100,000	\$ 2.68	D	Â
Options to Purchase Common Stock	Â <u>(2)</u>	12/01/2015	Common Stock	100,000	\$ 2.35	D	Â
Options to Purchase Common Stock	Â <u>(3)</u>	12/18/2016	Common Stock	150,000	\$ 1.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Steven Andrew 15241 BARRANCA PARKWAY IRVINE,Â CAÂ 92618	Â	Â	Â VP, Preclinical Development	Â

Signatures

Steven A. Johnson 02/07/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 become exercisable in three equal annual installments beginning on December 16, 2005.
- (2) The options become exercisable in three equal annual installments beginning on December 1, 2006.
- (3) The options become exercisable in three equal annual installments beginning on December 18, 2007.

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.