

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-21**
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(HTML Version on secdatabase.com)

ISSUER

CORTEX PHARMACEUTICALS INC/DE/

CIK: **849636** | IRS No.: **330303583** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address

15241 BARRANCA PARKWAY
IRVINE CA 92718

Business Address

15241 BARRANCA PKWY
IRVINE CA 92718
7147273157

REPORTING OWNER

samyang optics co., ltd

CIK: **1494385** | State of Incorporation: **M5** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-16467** | Film No.: **13542063**

Mailing Address

15 FLOOR, KT BLDG, 422,
TEHERANRO
GANGNAMGU
SEOUL M5 135-839

Business Address

654-4, BONGAM-DONG
MASAN-SI
KYOUNGSANGNAM-DO M5
630-803
82-2-2192-8421

Samyang Value Partners Co., Ltd.

CIK: **1552634** | State of Incorporation: **M5** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-16467** | Film No.: **13542062**

Mailing Address

1103 HYUNDAI OFFICETEL,
ANAMTOWER
311 TEHERANRO,
GANGNAMGU
SEOUL M5 135-513

Business Address

1103 HYUNDAI OFFICETEL,
ANAMTOWER
311 TEHERANRO,
GANGNAMGU
SEOUL M5 135-513
82 2 2192 8421

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. 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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2013			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
15FLOOR, KT BLDG, 422, TEHERANRO, GANGNAMGU			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
common stock	01/21/2013		P		6,765,466 ⁽¹⁾	A	\$0.04	16,422,464	D ⁽²⁾	
common stock	01/21/2013		S		6,765,466 ⁽¹⁾	D	\$0.04	0	I	By subsidiary ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock	\$0.056							06/25/2012	06/25/2014	common stock	4,000,000		4,000,000	D ⁽²⁾	
Warrant to Purchase Common Stock	\$0.1035	01/21/2013		P		1,691,367		10/20/2011	10/20/2013	common stock	1,691,367 ⁽¹⁾	\$ 0	1,691,367	D ⁽²⁾	
Warrant to Purchase Common Stock	\$0.1035	01/21/2013		S		1,691,367		10/20/2011	10/20/2013	common stock	1,691,367 ⁽¹⁾	\$ 0	0	I	By subsidiary ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
samyang optics co., ltd 15FLOOR, KT BLDG, 422, TEHERANRO GANGNAMGU SEOUL, M5 135-839		X		
Samyang Value Partners Co., Ltd. 311 TEHERANRO, GANGNAMGU SEOUL, M5 135-513				a subsidiary of 10% Owner

Explanation of Responses:

1. Samyang Optics Co., Ltd. acquired 6,765,466 shares of common stock and a warrant to purchase up to 1,691,367 shares of common stock from Samyang Value Partners Co., Ltd., a wholly owned subsidiary of Samyang Optics Co., Ltd. by Securities Transfer Agreement
2. Securities held by Samyang Optics Co., Ltd., a ten percent owner of the issuer
3. Securities held by Samyang Value Partners Co., Ltd., a wholly owned subsidiary of Samyang Optics Co., Ltd.

Signatures

[/s/ Dong Hoon Kim](#)

[01/23/2013](#)

[/s/ Seung Chan Kim](#)

[01/23/2013](#)

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.