

CORTEX PHARMACEUTICALS INC/DE/
Form 4
January 23, 2013

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)
15FLOOR, KT BLDG, 422,
TEHERANRO, GANGNAMGU
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

SEOUL, M5 135-839

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| common stock | 01/21/2013 | | P | (A) Amount 6,765,466 (1) | \$ 0.04 16,422,464 | D (2) | |
| common stock | 01/21/2013 | | S | (D) Amount 6,765,466 (1) | \$ 0.04 0 | I | By subsidiary (3) |

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

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SEC 1474 (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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|--|-----------------|--|
| | | | | | (A) | (D) | | Date Exercisable | Expiration Date | |
| Warrant to Purchase Common Stock | \$ 0.056 | | | V | | | | 06/25/2012 | 06/25/2014 | common stock |
| Warrant to Purchase Common Stock | \$ 0.1035 | 01/21/2013 | | P | 1,691,367 | | | 10/20/2011 | 10/20/2013 | common stock |
| Warrant to Purchase Common Stock | \$ 0.1035 | 01/21/2013 | | S | | 1,691,367 | | 10/20/2011 | 10/20/2013 | common stock |

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 |

Signatures

/s/ Dong Hoon Kim 01/23/2013

**Signature of Reporting Person Date

/s/ Seung Chan Kim 01/23/2013

Date

__Signature of
Reporting Person

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) 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.

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.