

COLEMAN JAMES H
Form 4
December 20, 2006

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 *
COLEMAN JAMES H

2. Issuer Name and Ticker or Trading Symbol
CORTEX PHARMACEUTICALS
INC/DE/ [COR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15241 BARRANCA PKWY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Sr. VP, Business Development

IRVINE, CA 92618

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative 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 Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options to Purchase Common Stock	\$ 1.3	12/18/2006		A			125,000		(1)	12/18/2016	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLEMAN JAMES H 15241 BARRANCA PKWY IRVINE, CA 92618			Sr. VP, Business Development	

Signatures

Maria S. Messinger, Attorney in fact
 Date: 12/19/2006
 **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) 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. Opt; MARGIN-RIGHT: Opt" align="center">Registrant's telephone number, including area code: (210) 344-3400

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 18, 2012, the Board of Directors of Biglari Holdings Inc. (the “Company”) appointed Bruce Lewis, the Controller of the Company, to serve as the Company’s principal accounting officer. Duane E. Geiger, the Company’s Interim Chief Financial Officer, previously served as the Company’s principal accounting officer.

Mr. Lewis, age 47, has served as Controller of the Company since January 2012. From 2007 to 2011, Mr. Lewis was Senior Vice President and Controller of Blockbuster, Inc.

There are no transactions in which Mr. Lewis has an interest requiring disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 19, 2012, the Company held its Annual Meeting of Shareholders (the “Meeting”). The total number of shares of the Company’s common stock voted in person or by proxy at the Meeting was 1,336,746, representing approximately 93.26% of the 1,433,301 shares outstanding and entitled to vote at the Meeting. The matters voted on by shareholders and the number of (and percentage of shares voted at the Meeting represented by) votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, with respect to each matter is set forth below.

Proposal 1. To elect the nominees listed below as directors of the Company:

	FOR	WITHHOLD
Sardar Biglari	1,102,771 (98.02%)	22,275 (1.98%)
Philip L. Cooley	1,103,505 (98.09%)	21,541 (1.91%)
Kenneth R. Cooper	1,103,284 (98.07%)	21,762 (1.93%)
William L. Johnson	1,116,258 (99.22%)	8,788 (0.78%)
Ruth J. Person	1,101,749 (97.93%)	23,297 (2.07%)

There were 211,700 broker non-votes with respect to the election of directors.

Proposal 2. To ratify the selection by the Audit Committee of the Board of Directors of the Company of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2012 fiscal year:

1,326,471 (99.23%)	8,919 (0.66%)	1,356 (0.10%)
For	Against	Abstentions

Proposal 3. To vote on a non-binding advisory resolution to approve the compensation of the Company's Named Executive Officers, as described in the Company's proxy statement with respect to the Meeting:

977,469 (86.88%)	29,463 (2.61%)	118,114 (10.49%)	211,700
For	Against	Abstentions	Non-votes

Proposal 4. To vote on a non-binding advisory resolution to determine the frequency (whether annual, biennial or triennial) with which shareholders of the Company shall be entitled to have an advisory vote on executive compensation:

412,126 (36.63%)	18,401 (1.63%)	576,725 (51.26%)	117,794 (10.47%)
3 Years	2 Years	1 Year	Abstentions

Proposal 5. To vote on a shareholder proposal made by the Humane Society of the United States:

40,324 (3.58%)	898,635 (79.87%)	186,087 (16.54%)	211,700
For	Against	Abstentions	Non-votes

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

April 24, 2012

BIGLARI HOLDINGS INC.

By: /s/ Bruce Lewis
 Name: Bruce Lewis
 Title: Controller

