

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Carpenter George C IV		2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director X ____ Officer (give title below) _____ 10% Owner ____ Other (specify below) President					
(Last) (First) (Middle) C/O CNS RESPONSE, INC., 2755 BRISTOL STREET, SUITE 285		3. Date of Earliest Transaction (Month/Day/Year) 10/01/2007							
(Street) COSTA MESA, CA 92626		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person					
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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)			

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 (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 Securities (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
Options to Purchase Common Stock	\$ 0.89	10/01/2007		A			533,694	(1)	10/01/2017	Common Stock	533,694	\$ 0	533,694	D	
Options to Purchase Common Stock	\$ 0.89	10/01/2007		A			435,181	(2)	10/01/2017	Common Stock	435,181	\$ 0	435,181	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carpenter George C IV C/O CNS RESPONSE, INC. 2755 BRISTOL STREET, SUITE 285 COSTA MESA, CA 92626			President	

## Signatures

/s/ George Carpenter	10/03/2007
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).

Options to purchase 112,359 shares of the Company's common stock vest immediately on the date of grant. Options to purchase 112,356 shares of the Company's common stock vest in equal  
(1) monthly installments of 12,484 shares over 9 months commencing on April 30, 2008. Options to purchase 308,979 shares of the Company's common stock vest in equal monthly installments of 9,363 shares over 33 months commencing on January 31, 2009.

Options to purchase 8,750 shares of the Company's common stock vest immediately on the date of grant. Options to purchase 69,300 shares of the Company's common stock vest in equal  
(2) monthly installments of 7,700 shares over 9 months commencing on April 30, 2008. Options to purchase 346,272 shares of the Company's common stock vest in equal monthly installments of 10,821 shares over 32 months commencing on January 31, 2009. The remaining options to purchase 10,859 shares vest on September 30, 2011.

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.