

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

(Print or Type Responses)

1. Name and Address of Reporting Person* PAPPAJOHN JOHN			2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) C/O CNS RESPONSE, INC., SUITE 410	(First) 85 ENTERPRISE,	(Middle) SUITE 410	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2010					
(Street) ALISO VIEJO, CA 92656			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	
			Code	V	Amount	(A) or (D)	Price	

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

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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	Amount or Number of Shares				
Convertible Promissory Note	\$ 0.3	10/01/2010		A		\$ 250,000		10/01/2010	10/01/2011	Common Stock	833,333	(1)	\$ 250,000	D	
Common Stock Warrant	\$ 0.3	10/01/2010		A		416,666		10/01/2010	09/30/2017	Common Stock	416,666	(1)	416,666	D	
Convertible Promissory Note	\$ 0.3	10/01/2010		A		\$ 257,500		10/01/2010	10/01/2011	Common Stock	858,333	(2)	\$ 507,500	D	
Common Stock Warrant	\$ 0.3	10/01/2010		A		429,166		10/01/2010	09/30/2017	Common Stock	429,166	(2)	845,832	D	
Convertible Promissory Note	\$ 0.5	10/01/2010		D		\$ 250,000 (3)		07/25/2010	12/02/2010	Common Stock	500,000 (3)	(2)	\$ 250,000	D	
Convertible Promissory Note	\$ 0.3	10/01/2010		A		\$ 254,188		10/01/2010	10/01/2011	Common Stock	847,293	(2)	\$ 761,688	D	
Common Stock Warrant	\$ 0.3	10/01/2010		A		423,646		10/01/2010	09/30/2017	Common Stock	423,646	(2)	1,269,478	D	
Convertible Promissory Note	\$ 0.5	10/01/2010		D		\$ 250,000 (4)		07/25/2010	12/02/2010	Common Stock	500,000 (4)	(2)	\$ 0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPPAJOHN JOHN C/O CNS RESPONSE, INC. 85 ENTERPRISE, SUITE 410 ALISO VIEJO, CA 92656	X			

Signatures

/s/ John Pappajohn	10/05/2010
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

On October 1, 2010, the issuer issued a secured convertible promissory note ("October Note") in the aggregate principal amount of \$250,000 and a warrant ("October Warrant") to purchase 416,666 (1) shares of common stock to the Reporting Person, in return for payment in cash of \$250,000, pursuant to a Note and Warrant Purchase Agreement, dated as of October 1, 2010, between the issuer and the investors that are signatories thereto (the "Purchase Agreement").

On October 1, 2010, pursuant to the Purchase Agreement, the issuer furthermore issued to the Reporting Person (a) an October Note in the aggregate principal amount of \$257,500 and an October Warrant to purchase 429,166 shares of common stock, in return for the cancellation of a convertible promissory note that had been issued to the Reporting Person on June 3, 2010 in the aggregate (2) principal amount of \$250,000 plus \$7,500 in accrued and unpaid interest and (b) an October Note in the aggregate principal amount of \$254,188 and an October Warrant to purchase 423,646 shares of common stock, in return for the cancellation of a convertible promissory note that had been issued to the Reporting Person on July 25, 2010 in the aggregate principal amount of \$250,000 plus \$4,188 in accrued and unpaid interest.

(3) Plus \$7,500 accrued and unpaid interest on such principal amount.

(4) Plus \$4,188 accrued and unpaid interest on such principal amount.

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

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