

FORM 4

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

OMB APPROVAL

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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 KALLINS GEORGE J <small>(Last) (First) (Middle)</small> C/O CNS RESPONSE, INC., 85 ENTERPRISE, SUITE 410 <small>(Street)</small> ALISO VIEJO, CA 92656 <small>(City) (State) (Zip)</small>		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)					
3. Date of Earliest Transaction (Month/Day/Year) 11/03/2010		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					
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)			

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				
Secured Promissory Note	\$ 0.5	11/03/2010		D (1)(2)(3)		\$ 512,250 (1) (2) (3)	(1)(2)(3)	12/15/2010	Common Stock	1,024,500	(1) (2) (3)	0	I	See Footnote (1) (2) (3)
Common Stock Warrant	\$ 0.56	11/03/2010		D (1)(2)(3)		150,000	(1)(2)(3)	08/19/2017	Common Stock	150,000	(1) (2) (3)	0	I	See Footnote (1) (2) (3)
Secured Promissory Note	\$ 0.3	11/03/2010		A (1)(2)(3)		\$ 512,250 (1) (2) (3)	(1)(2)(3)	11/03/2011	Common Stock	1,707,500	(1) (2) (3)	1,707,500	I	See Footnote (1) (2) (3)
Common Stock Warrant	\$ 0.3	11/03/2010		A (1)(2)(3)		512,250	(1)(2)(3)	11/02/2017	Common Stock	512,250	(1) (2) (3)	512,250	I	See Footnote (1) (2) (3)
Secured Promissory Note	\$ 0.3	11/03/2010		A (4)		\$ 250,000	(4)	11/03/2011	Common Stock	833,333	(4)	2,540,833	I	See Footnote (4)
Common Stock Warrant	\$ 0.3	11/03/2010		A (4)		416,666	(4)	11/02/2017	Common Stock	416,666	(4)	928,916	I	See Footnote (4)

Reporting Owners

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

Signatures

/s/ George J. Kallins	11/05/2010
**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).

- On November 3, 2010, the Issuer issued (i) four convertible promissory notes (each, an "Exchange Note") in the aggregate principal amount of \$512,250 and (ii) four warrants (each, an "Exchange Warrant") to purchase an aggregate of 512,250 shares of the Issuer's common stock to the Deerwood Partners LLC and Deerwood Holdings LLC (collectively, the "Investors"), in exchange for the
- (1) July Notes (including interest), August Notes (including interest) and August Warrants, with each Investor receiving two Exchange Notes in the aggregate principal amounts of \$128,781 and \$127,344 and two Exchange Warrants to purchase 128,781 and 127,344 shares of the Issuer's common stock, respectively. The July Notes had been issued by the Issuer to the Investors in the aggregate principal amount of \$250,000 on July 5, 2010. The August Notes on the aggregate principal amount of \$250,000 and related August Warrants to purchase (continued in footnote 2) an aggregate of 150,000 shares of the Issuer's common stock had been issued by the Issuer to the Investors on August 20, 2010. The Reporting Person is one of the managing members of each of Deerwood Partners LLC and Deerwood Holdings LLC. As such, the Reporting Person may be deemed to beneficially own the securities reported herein. The Reporting Person disclaims beneficial
- (2) ownership of such securities, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of such Reporting Person's pecuniary interest therein. On November 3, 2010, and in connection with the transactions described above, SAIL Venture Partners, LP ("SAIL"), the Investors and the Issuer entered into a Purchase Option Agreement pursuant to which SAIL has the option, which is exercisable at any time (continued in footnote 3)
- (3) through March 31, 2011, to purchase any or all of the outstanding Exchange Notes from time to time from the Investors at a price equal to the aggregate principal amount plus accrued interest. As a result of interest accrual on the Exchange Notes through the time of their repayment or other redemption, the number of shares that the Exchange Notes are convertible into will increase over time.
- On November 3, 2010, the Issuer issued (i) a convertible promissory note (the "Purchased Notes") in the aggregate principal amount of \$250,000 and (ii) a warrant to purchase an aggregate of
- (4) 416,666 shares of the Issuer's common stock to BGN Acquisition Ltd., LP ("BGN") in exchange for a payment of \$250,000 in cash. The Reporting Person is general partner of BGN. As a result of interest accrual on the Purchased Notes through the time of their repayment or other redemption, the number of shares that the Purchased Notes are convertible into will increase over time.

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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