

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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 666 WALNUT STREET, SUITE 2116		3. Date of Earliest Transaction (Month/Day/Year) 08/26/2009			
(Street) DES MOINES, IA 50309		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			
Common Stock (1)	08/26/2009		C		3,333,334	A	(1)	3,333,334	D	
Common Stock	08/26/2009		P		3,333,334	A	\$ 0.3	6,666,668	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	Title	Amount or Number of Shares				
Common Stock Warrants (Right to Buy) (1)	\$ 0.3	08/26/2009		C		1,666,667		08/26/2009	08/26/2014	Common Stock	1,666,667	\$ 0	1,666,667	D	
Common Stock Warrants (Right to Buy) (2)	\$ 0.3	08/26/2009		P		666,667		08/26/2009	08/26/2014	Common Stock	666,667	\$ 0	666,667	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPPAJOHN JOHN 666 WALNUT STREET SUITE 2116 DES MOINES, IA 50309	X	X		

Signatures

/s/ John Pappajohn	08/31/2009
<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 June 12, 2009, the Issuer issued to Mr. Pappajohn a Secured Convertible Promissory Note in the principal amount of \$1,000,000. The note provided that in the event the Issuer consummates an equity financing transaction of at least \$1,500,000 (excluding any and all notes and other liabilities or indebtedness which are converted) during the term of such note, then the outstanding principal

(1) amount on such note shall be automatically converted into the securities issued in the equity financing by dividing such amount by the per share price paid by the investors in such financing. On August 26, 2009, the Issuer raised approximately \$2,000,000 in a private placement at a price of \$0.30 per share, and Mr. Pappajohn was issued an aggregate of 3,333,334 shares of common stock and a five year non-callable warrant to purchase 1,666,667 shares of the Issuer's common stock at an exercise price of \$0.30 per share pursuant to the terms of the note.

(2) Does not include Common Stock Warrant to purchase an aggregate of 1,000,000 shares of Common Stock gifted for no consideration at the time of issuance to certain relatives of Mr. Pappajohn for which he disclaims beneficial ownership.

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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