

WAUNG FRANK  
Form 4  
November 19, 2010

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WAUNG FRANK

2. Issuer Name **and** Ticker or Trading  
Symbol  
CHINA PHARMA HOLDINGS,  
INC. [CPHI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
72 GREAT HILLS RD.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Financial Officer

SHORT HILLS, NJ 07078

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 11/15/2010                              |                                                             | M                                    | (A)<br>or<br>(D)<br>4,052<br><sup>(1)</sup>                                | A <u>1</u> 6,552                                                                                                   | 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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: WAUNG FRANK - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                     | Date<br>Exercisable Expiration<br>Date                         | Title<br>Amount<br>Number<br>of<br>Shares                      |
| Stock<br>Option                                     | \$ 3.47                                                            | 04/28/2010                              |                                                             | A                                    | 200,000                                                                                             | 04/28/2011 04/28/2013                                          | Common<br>Stock                                                |
| Stock<br>Option                                     | \$ 2.75                                                            | 11/15/2010                              |                                                             | M                                    | 40,000<br>(1)                                                                                       | 04/28/2010 04/28/2012                                          | Common<br>Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                    |
|------------------------------------------------------------|----------------------------------|
|                                                            | Director 10% Owner Officer Other |
| WAUNG FRANK<br>72 GREAT HILLS RD.<br>SHORT HILLS, NJ 07078 | Chief Financial Officer          |

## Signatures

/s/ Frank Waung 11/19/2010

\_\_Signature of Date  
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 Reporting Person exercised his vested option to purchase 40,000 shares of common stock in a cashless manner pursuant to the 2009 Shares Option Agreement under the issuer's 2009 Stock Option Plan. The exercise was in a cashless manner, being the fair market value of the option of \$3.06, the closing date on November 12, 2010, which led to the number of shares of common stock the Reporting Person received to be 4,052 shares.

(2) If exercising the option by cash, the underlying shares of common stock is 200,000; if cashless exercising the option, the underlying shares of common stock varies depending on the fair market value of the stock, i.e., the closing price on the date prior to the option exercise date.

(3) The stock option was granted to the Reporting Person as part of his compensation package for his services for the issuer in his capacity as the issuer's CFO that will vest as 150,000 shares of common stock on April 28, 2011. The remaining 50,000 shares of common stock will vest on April 28, 2011 but only if the issuer has consummated an offering of its securities at the minimum amount of \$10 million by April 28, 2011.

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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