

WAUNG FRANK  
Form 4  
May 27, 2011

**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)  
**05/25/2011**

\_\_\_\_ 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 Acquired<br>(A) or Disposed of<br>(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>        | 05/25/2011                              |                                                             | A                                    | 25,000<br><sup>(1)</sup>                                                   | \$ 0                                                                                                               | 38,415                                                               | 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  
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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<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>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                                                          |
| Non-Qualified<br>Stock Option<br>(2)                | \$ 2.54                                                            | 05/25/2011                              |                                                             | A                                    | 25,000                                                                                                       | 04/28/2012 04/28/2013                                          | Common<br>Stock 25                                             |

## 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 05/27/2011

           \*\*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) On May 25, 2011, the reporting person was granted 50,000 shares of restricted stock under the Issuer's 2010 Long-term Incentive Plan (the "2010 Incentive Plan"), of which (i) 25,000 shares shall vest on April 28, 2012, and (ii) 25,000\* shares shall vest upon the achievement of certain performance-based vesting criteria. \* Because the second tranche of 25,000 shares of restricted stock are subject to performance-based vesting criteria which has not yet been achieved, such shares are not reported in Table I of this Form 4.

(2) On May 25, 2011, the reporting person was granted non-qualified stock options to purchase 50,000 shares of common stock under the 2010 Incentive Plan, of which (i) 25,000 shares shall vest on April 28, 2012; and (ii) 25,000\* shall vest upon the achievement of certain performance-based vesting criteria. \* Because the second tranche of options to purchase 25,000 shares of common stock are subject to performance-based vesting criteria which has not yet been achieved, such options are not reported in Table II of this Form 4.

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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