

Duffner Frederick G
Form 3
January 28, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Duffner Frederick G

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/27/2010

3. Issuer Name and Ticker or Trading Symbol

PACIFICHEALTH LABORATORIES INC [PHLI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

C/O PACIFICHEALTH
LABORATORIES, INC., Â 100
MATAWAN ROAD, SUITE 420

(Street)

MATAWAN, Â NJ Â 07747-3913

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

662,857

D

Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Option (right to buy)	Â (1)	Â (2)	Common Stock	200,000 (3)	\$ 0.28	D	Â
Common Stock Option (right to buy)	Â (4)	Â (5)	Common Stock	250,000 (3)	\$ 0.122	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duffner Frederick G C/O PACIFICHEALTH LABORATORIES, INC. 100 MATAWAN ROAD, SUITE 420 MATAWAN, NJ 07747-3913	Â X	Â	Â President	Â

Signatures

/s/ Fred Duffner 01/28/2010

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 July 14, 2008, the Board of Directors of PacificHealth Laboratories, Inc. (the "Company") approved the issuance of options to
- (1) purchase 200,000 shares of the Company's common stock (the "Options") at an exercise price of \$0.28 per share to vest as follows: 50,000 shares on July 14, 2009, 50,000 shares on July 14, 2010, 50,000 shares on July 14, 2011, and 50,000 shares on July 14, 2012.
 - (2) To the extent not previously exercised, these Options will terminate upon the earlier of (i) July 14, 2013 or (ii) 90 days following the termination of Mr. Duffner's employment with the Company.
 - (3) Mr. Duffner became an officer of the Company on January 27, 2010, which triggered the requirement to report the grant of the Options on this Form 3.
- On January 25, 2010, the Company approved the issuance of Options to purchase 250,000 shares of the Company's common stock at an
- (4) exercise price of \$0.122 per share to vest as follows: 83,333 shares on January 25, 2011, 83,333 shares on January 25, 2012, and 83,334 shares on January 25, 2013.
 - (5) To the extent not previously exercised, the Options will terminate upon the earlier of (i) January 25, 2015 or (ii) 90 days following the termination of Mr. Duffner's employment with the Company.

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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