

Spengler William
Form 4
November 17, 2010

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, 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 *
Spengler William

2. Issuer Name and Ticker or Trading Symbol
ChromaDex Corp. [CDXC.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10005 MUIRLANDS, SUITE G

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

(Street)
IRVINE, CA 92618

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

(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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2010		A		1,000,000	A	\$ 0 (1)
					1,000,000	D	

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

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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)

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Options (right to buy)	\$ 1.65	11/15/2010		A ⁽²⁾	58,823	11/15/2011 ⁽³⁾	11/15/2020	Common Stock
Employee Stock Options (right to buy)	\$ 1.65	11/15/2010		A ⁽⁴⁾	1,000,000	⁽⁵⁾	11/15/2020	Common Stock
Employee Stock Options (right to buy)	\$ 1.65	11/15/2010		A ⁽⁴⁾	941,177	11/15/2011 ⁽³⁾	11/15/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spengler William 10005 MUIRLANDS SUITE G IRVINE, CA 92618			President	

Signatures

/s/ William Spengler 11/17/2010

**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).
- (1) Sale of restricted common stock ("Restricted Stock") of Issuer in accordance with Issuer's Second Amended and Restated 2007 Equity Incentive Plan ("2007 Equity Incentive Plan") pursuant to a Restricted Stock Agreement between Issuer and the Reporting Person. The purchase price per share is the par value (\$0.001 per share) of the Restricted Stock payable in cash. The Restricted Stock vests in full on November 15, 2013 (the "Vesting Date"), provided that the Reporting Person is continuously employed by Issuer from November 15, 2010 (the "Effective Date") through the Vesting Date and the per share fair market value of the Issuer's common stock at any time prior to the Vesting Date shall have increased by at least three-times \$1.65. The Restricted Stock is subject to further terms as set forth in the

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Employment Agreement, dated October 27, 2010 (the "Employment Agreement").

- (2) Grant of "incentive stock option" pursuant to Issuer's 2007 Equity Incentive Plan.
- (3) Options vest 25% on the first anniversary after the Effective Date and the remaining 75% vest in 36 equal installments commencing on the last day of the month following the month in which the first anniversary of the Effective Date occurs.
- (4) Grant of "nonqualified stock option" pursuant to Issuer's 2007 Equity Incentive Plan.
- (5) The options shall vest based on the achievement of certain milestones established by the Issuer's Compensation Committee as provided in the Employment Agreement.

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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