

Dabney Reid J D
 Form 4
 May 24, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Dabney Reid J D

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 BVLD, SUITE G

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2010

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

(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

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---------------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------|
| Employee Stock Options (right to buy) | \$ 1.545 | 05/20/2010 | A | 100,100 | | | | | 05/20/2011 ⁽¹⁾ | 05/20/2020 | Common Stock | 100 |
| Employee Stock Options (right to buy) | \$ 1.545 | 05/20/2010 | A | 100,100 | | | | | 05/20/2011 ⁽²⁾ | 05/20/2020 | Common Stock | 100 |
| Employee Stock Options (right to buy) | \$ 1.545 | 05/20/2010 | A | 80,000 | | | | | ⁽³⁾ | 05/20/2020 | Common Stock | 80 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dabney Reid J D 10005 MUIRLANDS BVLD SUITE G IRVINE, CA 92618 | X | | | |

Signatures

Reid J D
Dabney
05/24/2010

**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) Options vest 50% over two years beginning on May 20, 2011.
Options vest 50 over two years beginning on May 20, 2011; provided further that, these options are only exercisable based on the percentage of warrants exercised as of such vesting date that were issued under that certain Subscription Agreement, dated as of April 22, 2010, between the Issuer and the subscribers named therein. Specifically, if 25% to 49.9% of such warrant have been exercised, then 25% of these options are exercisable; if 50% to 74.9% of such warrant have been exercised, then 50% of these options are exercisable; and if 75% or more of such warrants have been exercised, then 100% of these options are exercisable.
- (3) Options vest 1/12 every month for twelve months and will be 100% vested as of May 20, 2011

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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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