## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 or Section 30(h) of the Investment Company Act of 1940

pe Response	s)																	
1. Name and Address of Reporting Person * CUDDIHY ROBERT V JR				2. Issuer Name and Ticker or Trading Symbol ProPhase Labs, Inc. [PRPH]							5.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 621 N. SHADY RETREAT ROAD				3. Date of Earliest Transaction (Month/Day/Year) 01/11/2012								X Officer (give title below) Other (specify below)  Chief Financial Officer						
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
STOWN, I	(State)		(Zip)			T	ahla I	- Non	_Dori	vativa 9	Socuritio	s Aca	mira	ad Diene	need of or l	Ranaficially (	Owned	
1.Title of Security (Instr. 3)		Date	Date		2A. Deemed Execution Date, if any		3. Transaction Code (Instr. 8)			on 4. Securities Acquired		d 5 D) B	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			6. Ownership Form:	7. Nature of Indirect Beneficial	
				(Month/Day/Year)			ode	V	Amour	(A) or (D)	Price		Instr. 3 aı	nd 4)		or Indirect	Ownership (Instr. 4)	
Stock, pa	r value	01/1	1/2012					A		10,75°	7 A	\$ 0	1	31,324			D	
								t	the fo	orm dis	splays a	nefici	rent ially	ly valid				
2. Conversion or Exercise Price of Derivative Security	Date		3A. Deemed Execution Dat any	te, if	4. Transac Code	tion	5. Number of Derive Securion Acquired (A) of Disposof (D) (Instrumental D)	rative rities ired rosed )	6. Da and E (Mor	ate Exerc Expiration htth/Day/	cisable on Date Year)	7. Arr Urr See (Im 4)	Titlomou moder nder ecuri nstr.	nt of dlying tities 3 and Amount or		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir	ive Ownershi (Instr. 4) D) ect
	and Address of IY ROBEI  HADY RE  STOWN, F  Cecurity  Stock, par  Report on a s  Conversion or Exercise Price of Derivative	Price of Derivative (First)  ATTAINST (First)  (First)  (First)  (First)  (First)  (First)  (First)  (Street)  (Street)  STOWN, PA 18901  (State)  (State)  (State)  (State)  (State)  (State)  (State)  (Annual Street of Date (Month/Day/	and Address of Reporting Person* HY ROBERT V JR  (First) HADY RETREAT ROAD  (Street)  STOWN, PA 18901  (State)  (State)  2. Tr. Date (Mor.  2. Tr. Date (Mor.  2. Tr. Date (Mor.  2. Tr. Date (Mor.  A Stock, par value  01/1  Conversion or Exercise Price of Derivative  3. Transaction Date (Month/Day/Year)	Address of Reporting Person* HY ROBERT V JR  (Middle) HADY RETREAT ROAD  (Street)  STOWN, PA 18901  (State)  2. Transaction Date (Month/Day/Year)  Table II - I  Conversion Or Exercise Price of Derivative  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Address of Reporting Person*  ATY ROBERT V JR  Pro  (First) (Middle) 3. D  (Ol/  (Street) 4. If  STOWN, PA 18901  (State) (Zip)  (State) (Zip)  (State) (Zip)  (Month/Day/Year)  A Stock, par value 01/11/2012  Report on a separate line for each class of securities line for each c	Address of Reporting Person*  2. Issuer Na ProPhase I  3. Date of Ea O1/11/2012  (Street)  4. If Amendr  STOWN, PA 18901  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, cal Code (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities benefician  Table II - Derivative Securities of Code (Instr. 8)  (Instr. 8)	Address of Reporting Person*  ATY ROBERT V JR  Description (Address of Reporting Person*  ATY ROBERT V JR  Description (Address of Reporting Person*  (First) (Middle) (Middle	Address of Reporting Person 2  HY ROBERT V JR  O	2. Issuer Name and Ticker of ProPhase Labs, Inc. [PR P	Ad Address of Reporting Person* HY ROBERT V JR  2. Issuer Name and Ticker or Tra ProPhase Labs, Inc. [PRPH] 3. Date of Earliest Transaction (Mo 01/11/2012  (Street)  4. If Amendment, Date Original File STOWN, PA 18901  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code (Instr. 8)  Code V  Table I - Derivative Securities Acquired Date (e.g., puts, calls, warrants, options, and privative Security  Price of Derivative Security  1. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code (Instr. 8)  Persocontative Securities Acquired (A) or Disposed of (D) (Instr. 8)  (Month/Day/Year)  Date (A) Or Disposed of (D) (Instr. 3, 4, and 5)  Date (A) Or Disposed of (D) (Instr. 3, 4, and 5)  Date (B) Original File (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code (Instr. 8)  Date (A) Or Disposed of (D) (Instr. 3, 4, and 5)  Date (A) Or Disposed of (D) (Instr. 3, 4, and 5)	2. Issuer Name and Ticker or Trading SymproPhase Labs, Inc. [PRPH]	Address of Reporting Person ProPhase Labs, Inc. [PRPH]  2. Issuer Name and Ticker or Trading Symbol ProPhase Labs, Inc. [PRPH]  3. Date of Earliest Transaction (Month/Day/Year) 01/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) 11/12012  5. Transaction Date (Month/Day/Year) 11/12012  5. Transaction Date (Month/Day/Year) 11/12012  6. Stock, par value 11/12012  7. Transaction Date (Instr. 8) 10,757 (Instr. 3, 4 and 1) 10,757 (Instr. 4) 10,757 (Instr. 5) (Instr. 6) Date (Instr. 8) 10,757 (Instr. 7) Date (Instr. 8) 10,757 (Instr. 8) 10,757 (Instr. 7) Date (Instr. 8) 10,757 (Instr. 7) Date (Instr. 8) 10,757 (Instr. 7) Date (Instr. 8) 10,757 (Instr. 7	Address of Reporting Person ProPhase Labs, Inc. [PRPH]  2. Issuer Name and Ticker or Trading Symbol ProPhase Labs, Inc. [PRPH]  3. Date of Earliest Transaction (Month/Day/Year) 01/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year)  STOWN, PA 18901  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (A) or Disposed of (Instr. 8)  (A) or Or Disposed of (Instr. 8)  Persons who respond to the form displays a curities Acquired Execution Date, if Quality (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Date Exercisable (Month/Day/Year)  (Instr. 3)  A, and 5)	Address of Reporting Person ProPhase Labs, Inc. [PRPH]  2. Issuer Name and Ticker or Trading Symbol ProPhase Labs, Inc. [PRPH]  3. Date of Earliest Transaction (Month/Day/Year) O1/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) O1/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) O1/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) O2/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) O2/11/2012  5. Transaction Date (Month/Day/Year) O2/11/2012  5. Transaction Date (Month/Day/Year) O2/11/2012  6. Code V Amount (D) Price (Instr. 3, 4 and 5) O2/11/2012  6. Code V Amount (D) Price (Instr. 3) O7/11/2012  7. Table II - Derivative Securities Acquired, Disposed of, or Beneficially of Code (Month/Day/Year) O7/11/2012  7. Transaction O7/11/2012  8. Transaction O7/11/2012  8. Transaction O7/11/2012  8. Transaction O7/11/2012  9. Code V Amount (D) Price O7/11/2012  9. Persons who respond to the form displays a current of Code (Month/Day/Year) O7/11/2012  9. Date Exercisable O7/11/2012  1. Transaction O7/11/2012  1. Transaction O7/11/2012  1. Transaction O7/11/2012  1. Transaction O7/11/2012  2. Code V Amount (D) Price O7/11/2012  3. Transaction O7/11/2012  4. So O I1/2012  6. Date Exercisable O7/11/2012  7. Transaction O7/11/2012  8. Or Derivative Securities Acquired (A) or Disposed O7/11/2012  8. Or Derivative Securities Acquired (A) or Disposed O7/11/2012  9. Or Derivative Securities Acquired (A) or Disposed O7/11/2012  9. Or Derivative Securities Acquired (A) or Disposed O7/11/2012  1. Transaction O7/11/2012  1. Transaction O7/11/2012  1. Transaction O7/11/2012  1. Transaction O7/11/2012  2. Deemed Execution Date of O7/11/2012  3. Transaction O7/11/2012  3. Transaction O7/11/2012  4. Securities Acquired (A) or Disposed O7/11/2012  6. Date Exercisable O7/11/2012  6. Date Exercisable O7/11/2012  7. Transaction O7/11/2012  8. Date Exercisable O7/11/2012  9. Date Exprisition Date O7/11/2012  9. Date Exprisition Date O7/11/2012  9. Date Exprisition Date O7/11/2012  9. Date Exp	Address of Reporting Person* IY ROBERT V JR  2. Issuer Name and Ticker or Trading Symbol ProPhase Labs, Inc. [PRPH]  3. Date of Earliest Transaction (Month/Day/Year) O1/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) O1/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) O1/11/2012  4. If Amendment, Date Original Filed(Month/Day/Year) O2. Transaction Date (Month/Day/Year) O3. Transaction Date (Instr. 8) O4. Amount O7. Price O5. Amount O7. Price O6. Individ. A So 0 131,324  Code V Amount O7. Price O6. Individ. A So 0 131,324  Code V Amount O7. Price O7. Amount O7. Price O7. Amount O7. Price O7. Date O7. Price O7. Date O7. Execution Date, if O7. Price O7. Date O7. Execution Date, if O7. Price O7. Date O7. Date O7. Price O7. Date	Address of Reporting Person* IY ROBERT V JR  ProPhase Labs, Inc. [PRPH]  S. Relationship of Report (Che Director (Che Director (Che Director (Che Director))  (Street)  A. If Amendment, Date Original Filed(Month/Day/Year)  (State)  Caurity  2. Transaction Date (Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Date (Month/Day/Year)  1. Stock, par value  O1/11/2012  A 1 10,757 A 5 0 131,324  Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4)  Table II - Derivative Securities Acquired (Dinstr. 3) and 4 and Exprising Date (Month/Day/Year)  Table II - Date Exprision Title (Month/Day/Year)  Date (Dintsr. 3) and 4 and Exprision Date (Month/Day/Year)  Table II - Date Exprision Date (Dinstr. 3) and 4 and Exprision Date (Dinstr	Address of Reporting Person ProPhase Labs, Inc. [PRPH]  1. Issuer Name and Ticker or Trading Symbol (Check all applic Director (C	Address of Reporting Person.*  If Amendment, Date Original FiledMonth/Day/Year)  Original Fil

### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
CUDDIHY ROBERT V JR								
621 N. SHADY RETREAT ROAD			Chief Financial Officer					
DOYLESTOWN, PA 18901								

#### **Signatures**

/s/ Robert V. Cuddihy, Jr.	01/11/2012
**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).
- These restricted shares of common stock were issued pursuant to the terms of Mr. Cuddihy's employment agreement dated August 19, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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