

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Brady Monica L.			2. Issuer Name and Ticker or Trading Symbol ProPhase Labs, Inc. [PRPH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Accounting Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2022					
711 STEWART AVENUE,, SUITE 200								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
GARDEN CITY, NY 11530								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0005	05/23/2022		M ⁽¹⁾		25,000	A	\$ 2.15	32,428	D	
Common Stock, par value \$0.0005	05/23/2022		M ⁽¹⁾		14,250	A	\$ 3.18	46,678	D	
Common Stock, par value \$0.0005	05/23/2022		F ⁽¹⁾		11,806	D	\$ 8.47	34,872	D	

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

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

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$ 2.15	05/23/2022		M ⁽¹⁾	25,000		⁽²⁾ 09/26/2024	Common Stock	25,000	\$ 0	0	D	
Option (right to buy)	\$ 3.18	05/23/2022		M ⁽¹⁾	14,250		⁽³⁾ 12/03/2025	Common Stock	14,250	\$ 0	35,750	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brady Monica L. 711 STEWART AVENUE, SUITE 200 GARDEN CITY, NY 11530			Chief Accounting Officer	

Signatures

/s/ Monica Brady	05/25/2022
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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 23, 2022, the Reporting Person acquired net 27,444 shares of common stock upon the exercise of stock options to purchase 39,250 shares of common stock, less 11,806 shares of common stock withheld to cover the exercise price and applicable taxes.
- (2) 25% of the shares subject to this option were vested and exercisable as of September 26, 2017, the date of grant, and the remaining 75% of the shares vested in three annual installments beginning on September 26, 2018.
- (3) These options vest in four equal annual installments beginning December 4, 2019, as detailed in a stock option award agreement by and between the Issuer and the Reporting Person, dated as of December 4, 2018.

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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