

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2004-01-27**
SEC Accession No. **0001182063-05-000028**

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ISSUER

NUTRA PHARMA CORP

CIK: **1119643** | IRS No.: **912021600** | State of Incorporation: **CA**
SIC: **2833** Medicinal chemicals & botanical products

Mailing Address
4001 NW 73RD WAY
CORAL SPRINGS FL 33065

Business Address
4001 NW 73RD WAY
CORAL SPRINGS FL 33065
954-509-0911

REPORTING OWNER

FLAX MICHAEL

CIK: **1168729**
Type: **4** | Act: **34** | File No.: **000-32141** | Film No.: **05791210**

Mailing Address
2499 BANYAN RD
BOCA RATON FL 33432

Business Address
8055609828

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person FLAX MICHAEL			2. Issuer Name and Ticker or Trading Symbol NUTRA PHARMA CORP [NPHC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2004					
2499 BANYAN RD			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		
(Street) BOCA RATON, FL 33432								
(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	01/27/2004		J		300,000 ⁽³⁾	D	\$ 0	2,911,700	D	
Common Stock	11/05/2004		A		500,000 ⁽¹⁾	A	\$0.34	3,411,700 ⁽²⁾	D	

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 Securities Underlying Derivative Security (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)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- On November 5, 2004, Nutra Pharma Corp. issued 500,000 shares of its common stock, valued at \$0.34 per share, to Dr. Michael Flax for services to be rendered as a member of Nutra Pharma Corp.'s Board of Directors.
- Of the 3,411,700 shares of Nutra Pharma Corp. common stock which Dr. Michael Flax owns, 13,700 shares are held in street name.

3. In approximately November 2003, Dr. Michael Flax loaned 3,000,000 shares of his Nutra Pharma Corp. common stock to Zirk Englebrecht, Nutra Pharma Corp.'s then Chief Financial Officer, Secretary, Treasurer, and Chairman of the Board of Directors. Zirk Englebrecht returned a total of 2,700,000 of those shares to Dr. Michael Flax on or about December 4, 2003 and on or about January 27, 2004. Dr. Michael Flax received no proceeds or other consideration in connection with these transactions.

Signatures

/s/ Michael Flax

** Signature of Reporting Person

04/29/2005

Date

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

* 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).

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

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 Number.