

Green Darryl
Form 4
July 17, 2012

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 *
Green Darryl

(Last) (First) (Middle)

GNC HOLDINGS, INC., 300 SIXTH AVENUE

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GNC HOLDINGS, INC. [GNC]

3. Date of Earliest Transaction (Month/Day/Year)
07/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Int'l & Domestic Franch.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A common stock, par value \$0.001 ("Common Stock")	07/16/2012		M		20,175	A	\$ 7.5
Common Stock	07/16/2012		M		5,250	A	\$ 18.82
Common Stock	07/16/2012		S		25,425 (1)	D	\$ 38.9067 (2)
							43,055
							48,305
							22,880

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- These 10b5-1 Plan Shares were sold in multiple transactions at prices ranging from \$38.81 to \$39.05, inclusive, and the price reported reflects the weighted average price at which the 10b5-1 Plan Shares were sold. Mr. Green undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2)
 - (3) Option granted on March 16, 2007. This option, representing a right to purchase 109,625 shares of Common Stock, vested in five equal installments on March 16, 2008, 2009, 2010, 2011 and 2012.
 - (4) Option granted on April 21, 2011. This option, representing a right to purchase 26,250 shares of Common Stock, vests in five equal installments on April 21, 2012, 2013, 2014, 2015 and 2016.

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