### Edgar Filing: NUTRI SYSTEM INC /DE/ - Form 4

NUTRI SYS Form 4 February 28,	TEM INC /DE/ 2006									
OMB APPROVAL										
	UNITED S.	FATES SECUE Was		ND EXCI D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check the if no long subject to	statem	ENT OF CHAN	GES IN BENEFICIAL OWNI				<b>VERSHIP OF</b>	Expires: Estimated a	January 31, 2005 average	
Section 1 Form 4 o		SECURITIES						burden hours per response 0.5		
Form 4 or Form 5 obligations may continue. See Instruction 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								0.5		
1(b).										
(Print or Type F	Responses)									
1. Name and Address of Reporting Person *2. IssuerHAGAN MICHAEL JSymbol			or realized and realized or realizing				5. Relationship of Reporting Person(s) to Issuer			
		NUTRI	TRI SYSTEM INC /DE/ [NTRI]				(Check all applicable)			
(Last)	(First) (Mie	(Middle) 3. Date of Earliest Transaction					<b>D</b> '	107 0		
202 WELSH ROAD 02/24/24			nth/Day/Year) 24/2006				Director 10% Owner X Officer (give titleX Other (specify below) below) Chief Executive Officer / Chairman of the Board			
			endment, Date Original			6. Individual or Joint/Group Filing(Check				
			•				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
							Person			
(City)	(State) (Z	Cip) Tabl	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)			n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Shares, .001	02/24/2006		S		D	<u>(1)</u>	1,793,715	D		

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.

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HAGAN MICHAEL J 202 WELSH ROAD HORSHAM, PA 19044			Chief Executive Officer	Chairman of the Board			

### **Signatures**

\*\*Signature of

Reporting Person

/s/ James D 02/27/2006

Brown

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) \quad 600 @ \$42.15 - 3,015 @ \$42.25 - 1,500 @ \$42.34 - 888 @ \$42.35 - 2,100 @ \$42.36 - 2,500 @ \$42.40 - 10,000 @ \$42.48 - 27,057 @ \$42.50 - 6,069 @ \$42.55 - 1,000 @ \$42.36 - 2,500 @ \$42.40 - 10,000 @ \$42.48 - 27,057 @ \$42.50 - 6,069 @ \$42.55 - 1,000 @ \$42.48 - 27,057 @ \$42.50 - 6,069 @ \$42.55 - 1,000 @ \$42.48 - 27,057 @ \$42.50 - 6,069 @ \$42.55 - 1,000 @ \$42.48 - 27,057 @ \$42.50 - 6,069 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ \$42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.55 - 1,000 @ $42.$ 

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.