Redling Joseph M Form 4 April 06, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Redling Joseph M			2. Issuer Name <b>and</b> Ticker or Trading Symbol NUTRI SYSTEM INC /DE/ [NTRI]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of	Earliest Tra	ansaction			(Clicc	k an applicable	,	
300 WELSI SUITE 100	H ROAD, BUILD		(Month/Da 04/02/20	-				X Director X Officer (give below)		Owner r (specify	
HORSHAM	(Street)  1, PA 19044			ndment, Da th/Day/Year	_			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person		rson	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	curiti		iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securitie (A) or Disp (Instr. 3, 4 a)	osed o	of (D)	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)	
Common Stock (1)	04/02/2009			A	100,000	A	\$ 0 (1)	547,243	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)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration Da		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(manazay, 16ar)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Underl Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Redling Joseph M 300 WELSH ROAD BUILDING 1, SUITE 100 HORSHAM, PA 19044	X		CEO and President					

# **Signatures**

/s/ David D.
Clark

\*\*Signature of Reporting Person

O4/06/2009

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) Restricted shares were granted on April 2, 2009. Shares vest over 4 years in equal installments on April 2 of each year. Price per share on day of grant \$14.89.

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.

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