

CLARK DAVID D
Form 4
November 30, 2010

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, 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 *
CLARK DAVID D

2. Issuer Name and Ticker or Trading Symbol
NUTRI SYSTEM INC /DE/ [NTRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)
FORT WASHINGTON
EXECUTIVE CENTER, 600
OFFICE CENTER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

FORT WASHINGTON, PA 19034

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	11/26/2010		F	(1)	2,837	D	\$ 20.83	108,628	D
Common Stock, .001	11/26/2010		S		5,608	D	(4)	103,020	D
Common Stock, .001	11/29/2010		S		16,200	D	(5)	86,820	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 or Value of Underlying Securities (Instr. 3 and 4)
Performance Restricted Share Units	(2)					(3) (3)	Common Stock	6,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK DAVID D FORT WASHINGTON EXECUTIVE CENTER 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034			Chief Financial Officer	

Signatures

/s/ David D. Clark
11/30/2010

**Signature of Reporting Person 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) Withholding of restricted stock to cover tax liability upon vesting.
- (2) Each Performance Restricted Share Unit represents a contingent right to receive between one-half and two shares of common stock.
- (3) The Performance Restricted Share Units will vest on March 1, 2013 upon the achievement of certain specified performance goals for the year ending December 31, 2010 and continued employment of the reporting person until March 1, 2013.
- (4) 1800@\$20.90, 100@\$20.92, 100@\$20.93, 100@\$20.94, 900@\$21.00, 300@\$21.02, 113@\$21.03, 385@\$21.04, 200@\$21.05, 502@\$21.06, 200@\$21.07, 208@\$21.08, 408@\$21.13, 192@\$21.14, 100@\$21.18

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(5) 7964@\$20.75, 3436@\$20.76, 1800@\$20.77, 2100@\$20.78, 200@\$20.79, 200@\$20.805, 400@\$20.8075, 100@\$20.815

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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