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

NUTRI SYS	TEM INC /DE	./									
Form 4											
May 23, 201											
FORM	4 UNITE	D STATES		RITIES A shington,			NGE C	COMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check this box				NGES IN BENEFICIAL OWNERSHIP OF					Expires: Estimated a	January 31, 2005 average	
Section 16. SECURITIES Form 4 or							burden hours per				
Form 5 obligation may cont See Instru 1(b).	Filed p ns Section 1 inue.	7(a) of the	Public U		ding Con	npany	y Act of	e Act of 1934, f 1935 or Section 40	response	0.5	
(Print or Type F	Responses)										
MONAHAN MICHAEL P. Symbol				suer Name and Ticker or Trading ol `RI SYSTEM INC /DE/ [NTRI]				5. Relationship of Reporting Person(s) to Issuer			
				f Earliest Ti		—, L-	· ,	(Check all applicable)			
				nth/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer			
				endment, Da hth/Day/Year	-	1		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
FORT WAS	SHINGTON, P.	A 19034						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	n Date, if	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	(A) or	d 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)	Indirect Beneficial	
Common stock	05/22/2014			F	2,080 (1)	D	\$ 16.69	30,153	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	Date	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	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				
MONAHAN MICHAEL P. 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034				Chief Financial Officer					
Signatures									
/s/ Michael P. Monahan	05/23/2	2014							
<u>**</u> 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 common stock to cover tax liability upon vesting of previously issued common stock.

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.