

ISGUR LEE S  
Form 4  
February 09, 2011

**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 \*  
ISGUR LEE S

(Last) (First) (Middle)  
ONE CEDAR LANE  
(Street)  
WOODSIDE, CA 94062  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EDIETS COM INC [DIET]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2011

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)

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)
Common Stock					563,275	D	
Common Stock					2,000	I	By Gilbert Isgur Trust
Common Stock	02/07/2011		P	242,424 A	\$ 242,424 0.4125	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 6.065					<u>(1)</u>	01/03/2011	Common Stock	12,500
Stock Options (right to buy)	\$ 3.22					<u>(1)</u>	10/03/2011	Common Stock	37,500
Stock Options (right to buy)	\$ 3.79					<u>(1)</u>	04/02/2012	Common Stock	49,080
Stock Options (right to buy)	\$ 6.03					<u>(1)</u>	01/02/2013	Common Stock	33,180
Stock Options (right to buy)	\$ 3.37					<u>(1)</u>	01/02/2014	Common Stock	59,380
Stock Options (right to buy)	\$ 2.81					<u>(1)</u>	07/15/2014	Common Stock	12,500
Stock Options (right to buy)	\$ 2.96					<u>(1)</u>	07/19/2014	Common Stock	12,500
Stock Options (right to buy)	\$ 4.32					<u>(1)</u>	01/02/2015	Common Stock	12,500

Stock Options (right to buy)	\$ 0.9438					<u>(2)</u>	06/24/2019	Common Stock	25,000
Warrants	\$ 1.2						07/15/2009 07/15/2019	Common Stock	45,000
Stock Options (right to buy)	\$ 0.985					<u>(1)</u>	07/28/2019	Common Stock	7,714
Warrants	\$ 1.2						09/11/2009 09/11/2019	Common Stock	42,450
Stock Options (right to buy)	\$ 1.53					<u>(3)</u>	11/19/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 1.39						12/31/2010 01/04/2020	Common Stock	46,080
Stock Options (right to buy)	\$ 1.39					<u>(4)</u>	01/04/2020	Common Stock	36,860
Stock Options (right to buy)	\$ 1.39					<u>(4)</u>	01/04/2020	Common Stock	13,820
Stock Options (right to buy)	\$ 1.39					<u>(4)</u>	01/04/2020	Common Stock	13,820
Stock Options (right to buy)	\$ 1					<u>(5)</u>	08/23/2020	Common Stock	25,000
Warrants	\$ 0.3535	02/07/2011		P	121,212		02/07/2011 02/07/2014	Common Stock	121,212

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				X

ISGUR LEE S  
ONE CEDAR LANE  
WOODSIDE, CA 94062

## Signatures

/s/ Lee S. Isgur

02/09/2011

\_\_\_\_\_  
\*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) These options are immediately exercisable.
- (2) Exercisable according to the following vesting schedule: 8,250 beginning on June 24, 2010; 8,250 beginning on June 24, 2011 and 8,500 beginning on June 24, 2012.
- (3) Exercisable according to the following vesting schedule: 8,250 beginning on November 19, 2010; 8,250 beginning on November 19, 2011 and 8,500 beginning on November 19, 2012.
- (4) Exercisable according to the following vesting schedule: 25% vested on January 4, 2010; 25% vested on April 1, 2010; 25% vested on July 1, 2010; and 25% will vest on October 1, 2010.
- (5) Exercisable according to the following vesting schedule: 8,250 beginning on August 23, 2011; 8,250 beginning on August 23, 2012 and 8,500 beginning on August 23, 2013.

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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