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

NUTRI SYS Form 4 June 07, 201	TEM INC /DE 3	/										
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL         Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB August and									3235-0287 January 31, 2005 average irs per			
<ul> <li>(Print or Type Responses)</li> <li>1. Name and Address of Reporting Person<sup>*</sup></li> <li>WEISS ANDREA</li> <li>2. Issuer Nam Symbol</li> <li>NUTRI SYS</li> </ul>							-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3.				3. Date of Earliest Transaction (Month/Day/Year) 06/05/2013				(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)				
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
FORT WAS	FORT WASHINGTON, PA 19034 Form filed by More than One Reporting Person											
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executi any		(Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	l (A) c l of (E	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common stock Common stock ( <u>3)</u>	06/05/2013			А	7,230 (1)	A	<u>(2)</u>	7,230 12,195	D D			
Common					<u>(1)</u>							

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv 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						
		Director	10% Owner	Officer	Other			
WEISS ANDREA FORT WASHINGTON EXECUTIVE CENTER 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034		Х						
Signatures								
/s/ Michael P. Monahan	06/07/2013							
<u>**</u> Signature of Reporting	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 June 5, 2013 pursuant to a Director compensation policy. Shares are fully vested on date of grant but are restricted from sale for one year.
- (2) Shares granted as compensation as Director/price per share on day of grant \$8.99.
- (3) Restrictive shares were granted on March 4, 2013 pursuant to the Director compensation policy. Shares vest over three years in equal installments on March 4th of each year.

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.

Person