McDonald James A Form 4 May 31, 2005

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

**OMB APPROVAL OMB** 

Number:

3235-0287 January 31,

0.5

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.

2005 Estimated average burden hours per response...

Expires:

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* McDonald James A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BALLY TOTAL FITNESS HOLDING CORP [BFT]

3. Date of Earliest Transaction

(Check all applicable)

Senior VP, CMO

(Last) (First) (Middle)

(Month/Day/Year) 05/26/2005

10% Owner Director X\_ Officer (give title Other (specify below)

**BALLY TOTAL FITNESS HOLDING CORPORATION, 8700** WEST BRYN MAWR AVE.

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

CHICAGO, IL 60631

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 7. Nature of 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Code (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4)

Code V (D) Price Amount

Common

05/26/2005  $A^{(1)}$ 100,000 100,000 0.01 Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

#### Edgar Filing: McDonald James A - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Year		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to	\$ 2.91	05/26/2005		A	20,000	05/26/2006(2)	05/26/2015	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

McDonald James A BALLY TOTAL FITNESS HOLDING CORPORATION 8700 WEST BRYN MAWR AVE. CHICAGO, IL 60631

Senior VP, CMO

## **Signatures**

buy)

/s/ James A. McDonald, By Marc D. Bassewitz, Agent 05/27/2005

\*\*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) Grant of Restricted Stock Award.
- (2) These options vest on the anniversary of the date of grant in 1/3 increments over a three-year period commencing 5/26/2006.

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.

Reporting Owners 2