

Fortunato Joe
Form 4
February 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
Fortunato Joe

(Last) (First) (Middle)

GNC HOLDINGS, INC., 300
SIXTH AVENUE

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GNC HOLDINGS, INC. [GNC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2012

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)
President and CEO

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Class A common stock, par value \$0.001 ("Common Stock") | 02/15/2012 | | M | | 75,800 | A | \$ 5 93,416 |
| Common Stock | 02/15/2012 | | S | | 75,800 (1) | D | \$ 30.0096 (2) 17,616 |
| Common Stock | 02/16/2012 | | M | | 134,008 | A | \$ 5 151,624 |

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| | | | | | | | | |
|--------------|------------|--|---|-----------------------|---|----------------------|---------|---|
| Common Stock | 02/16/2012 | | M | 90,992 | A | \$ 7.5 | 242,616 | D |
| Common Stock | 02/16/2012 | | S | <u>225,000</u> (1) | D | \$ 31.2334 (3) | 17,616 | D |

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

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(9-02)

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 or Number of Shares |
| Stock Option (right to buy) | \$ 5 | 02/15/2011 | | M | 75,800 | (4) 03/15/2017 | Common Stock | 75,800 (4) | |
| Stock Option (right to buy) | \$ 5 | 02/16/2011 | | M | 134,008 | (4) 03/15/2017 | Common Stock | 134,008 (4) | |
| Stock Option (right to buy) | \$ 7.5 | 02/16/2011 | | M | 90,992 | (5) 03/15/2017 | Common Stock | 90,992 (5) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortunato Joe GNC HOLDINGS, INC. 300 SIXTH AVENUE PITTSBURGH, PA 15222 | X | | President and CEO | |

Signatures

/s/ Gavin O'Connor, by power of
attorney

02/17/2012

__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 shares (the "10b5-1 Plan Shares") were sold pursuant to a Rule 10b5-1 sales plan adopted by Mr. Fortunato on December 15, 2011.
These 10b5-1 Plan Shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.10, inclusive, and the price reported reflects the weighted average price at which the 10b5-1 Plan Shares were sold. Mr. Fortunato undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) These 10b5-1 Plan Shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.65, inclusive, and the price reported reflects the weighted average price at which the 10b5-1 Plan Shares were sold. Mr. Fortunato undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) Option granted on March 16, 2007. This option, representing a right to purchase 1,182,877 shares of Common Stock, vested in four equal installments on March 16, 2008, 2009, 2010 and 2011.
- (4) Option granted on March 16, 2007. This option, representing a right to purchase 1,262,877 shares of Common Stock, vested in four equal installments on March 16, 2008, 2009, 2010 and 2011.
- (5)

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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