BERG IAN Form 4 February 03, 2006

FORM 4

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

NUTRI SYSTEM INC /DE/ [NTRI]

OMB Number: 3

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3235-0287 January 31,

Expires: 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

4 or

5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

1(b).

BERG IAN

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

(Eust)	(11150)	inidale) J. Da	ic of Latticst 1	Tansaction						
100 FRIES	LANE		th/Day/Year) 1/2006				X Director Officer (g below)		10% Owner Other (specify	
	(Street)	4. If <i>a</i>	Amendment, D	ate Origina	ıl		6. Individual or	r Joint/Group I	Filing(Check	
CHERRY		Ionth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	,							Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Shares, .001	02/01/2006		P	10,000	A	\$ 0.73	21,230	D		
Common Shares, .001	02/01/2006		S <u>(1)</u>	10,000	D	\$ 50	11,230	D		
Common Shares, .001	02/01/2006		S <u>(1)</u>	6,850	D	\$ 50	70,224	I	Eastern Technology Fund, LP	
Common Shares, .001							89	I	By Wife	

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Common Shares, .001	133	I	Ian J. Berg Family Trust
Common Shares, .001	178	I	ETFGPLP
	ir a rra		

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.

SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		nsactionDerivative le Securities tr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4	ecurities
Common				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Common Stock Options, .001 (right to	\$ 0.73	02/01/2006		M		10,000	03/04/2003	03/04/2013	Common Shares	10,000						

Reporting Owners

buy)

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BERG IAN								
100 FRIES LANE	X							
CHERRY HILL, NJ 08003-2525								
Signatures								

/s/ James D Brown 02/02/2006

**Signature of Date Reporting Person

Reporting Owners 2

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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) Sale pursuant to 10(b)5-1

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.