CLARK DAVID D Form 4 July 13, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

CLARK DAVID D			Symbol	•					S. Relationship of Reporting Person(s) to Issuer			
			NUTRI SYSTEM INC /DE/ [NTRI]				(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction							
			(Month/D	• /				Director		Owner		
300 WELSH RD, BUILDING 1, SUITE 100			07/09/2010					_X_ Officer (give below) Chief	below) Financial Office	er (specify er		
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
HORSHAM	I, PA 19044		Filed(Mon	nth/Day/Year				Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Pe More than One Re			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3, Amount	(A) or	d of (D) 5)  Price	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	07/09/2010			F	2,407	D	\$ 22.87	111,465	D			

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: CLARK DAVID D - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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	7. Title and a Underlying S (Instr. 3 and	Securities	8. Prio Deriv Secur (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Restricted Share Units	(2)				(3)	(3)	Common Stock	6,666	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARK DAVID D 300 WELSH RD BUILDING 1, SUITE 100 HORSHAM, PA 19044

Chief Financial Officer

#### **Signatures**

/s/ David D. 07/13/2010 Clark

\*\*Signature of Date
Reporting Person

### **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) Withholding of restricted stock to cover tax liability upon vesting.
- (2) Each Performance Restricted Share Unit represents a contingent right to receive between one-half and two shares of common stock.
- (3) The Performance Restricted Share Units will vest on March 1, 2013 upon the achievement of certain specified performance goals for the year ending December 31, 2010 and continued employment of the reporting person until March 1, 2013.

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.

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