

ORTEGA PEDRO N
Form 4
February 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ORTEGA PEDRO N

2. Issuer Name and Ticker or Trading Symbol
EDIETS COM INC [DIET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2012

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

C/O WILMA SCHUMANN
SKINCARE, 4850 SW 72TH
AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MIAMI, FL 33155

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					7,500	D	
Common Stock					1,441	I	By the Pedro N. Ortega Revocable Trust

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

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(9-02)

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)

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 Options (right to buy)	\$ 16.85					<u>(1)</u>	01/02/2014	Common Stock	10,258
Stock Options (right to buy)	\$ 4.719					<u>(2)</u>	06/24/2019	Common Stock	5,000
Stock Options (right to buy)	\$ 18.95					<u>(1)</u>	04/02/2012	Common Stock	2,232
Stock Options (right to buy)	\$ 20.65					<u>(1)</u>	10/02/2012	Common Stock	642
Stock Options (right to buy)	\$ 30.15					<u>(1)</u>	01/02/2013	Common Stock	2,867
Stock Options (right to buy)	\$ 21.6					<u>(1)</u>	01/03/2015	Common Stock	1,250
Stock Options (right to buy)	\$ 21.725					<u>(1)</u>	01/18/2015	Common Stock	1,250
Stock Options (right to buy)	\$ 4.925					<u>(1)</u>	07/28/2019	Common Stock	2,000

buy)									
Stock Options (right to buy)	\$ 7.65				(3)	11/19/2019	Common Stock		5,000
Stock Options (right to buy)	\$ 6.95					12/31/2010 01/04/2020	Common Stock		17,513
Stock Options (right to buy)	\$ 5				(4)	08/23/2020	Common Stock		5,000
Stock Options (right to buy)	\$ 2.85				(1)	03/15/2021	Common Stock		50,000
Stock Options (right to buy)	\$ 0.55	02/16/2012		A		50,000	(5)	02/16/2022	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORTEGA PEDRO N C/O WILMA SCHUMANN SKINCARE 4850 SW 72TH AVENUE MIAMI, FL 33155		X		

Signatures

/s/ Pedro N.
Ortega-Dardet

02/21/2012

**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 options are immediately exercisable.
 - (2) Exercisable according to the following vesting schedule: 1,650 beginning on June 24, 2010; 1,650 beginning on June 24, 2011 and 1,700 beginning on June 24, 2012.
 - (3) Exercisable according to the following vesting schedule: 1,650 beginning on November 19, 2010; 1,650 beginning on November 19, 2011 and 1,700 beginning on November 19, 2012.

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- (4) Exercisable according to the following vesting schedule: 1,650 beginning on August 23, 2011; 1,650 beginning on August 23, 2012 and 1,700 beginning on August 23, 2013.
- (5) Exercisable according to the following vesting schedule: 25,000 beginning on May 15, 2012; 12,500 beginning on July 1, 2012; 12,500 beginning on October 1, 2012.

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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