

EDIETS COM INC
Form 4
March 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DORETTI ROBERT L

(Last) (First) (Middle)

PO BOX 227

(Street)

CENTER HARBOR, NH 03226

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2011

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)

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	2,064	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	\$ 3.79							<u>(1)</u>	04/02/2012	Common Stock	22,313
Stock Options (right to buy)	\$ 4.13							<u>(1)</u>	10/02/2012	Common Stock	6,413
Stock Options (right to buy)	\$ 6.03							<u>(1)</u>	01/02/2013	Common Stock	28,656
Stock Options (right to buy)	\$ 3.37							<u>(1)</u>	01/02/2014	Common Stock	51,285
Stock Options (right to buy)	\$ 0.9438							<u>(2)</u>	06/24/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 0.985							<u>(1)</u>	07/28/2019	Common Stock	10,000
Stock Options (right to buy)	\$ 1.53							<u>(3)</u>	11/19/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 1.39							12/31/2010	01/04/2020	Common Stock	46,084
Stock Options (right to buy)	\$ 1.39							<u>(4)</u>	01/04/2020	Common Stock	36,867
	\$ 1.39							<u>(4)</u>	01/04/2020		4,608

Stock Options (right to buy)								Common Stock	
Stock Options (right to buy)	\$ 2.81			(1)	07/15/2014			Common Stock	37,500
Stock Options (right to buy)	\$ 2.96			(1)	07/19/2014			Common Stock	12,500
Stock Options (right to buy)	\$ 4.32			(1)	01/03/2015			Common Stock	12,500
Stock Options (right to buy)	\$ 6.065			(1)	01/03/2011			Common Stock	12,500
Stock Options (right to buy)	\$ 3.22			(1)	10/03/2011			Common Stock	25,000
Stock Options (right to buy)	\$ 1			(5)	08/23/2020			Common Stock	25,000
Stock Options (right to buy)	\$ 0.57	03/15/2011	A			250,000	(6)	03/15/2021	Common Stock 250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORETTI ROBERT L PO BOX 227 CENTER HARBOR, NH 03226			X	

Signatures

/s/ Robert L.
Doretti

03/17/2011

Date

__Signature of
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) These options are immediately exercisable.
- (2) Exercisable according to the following vesting schedule: 8,250 beginning on June 24, 2010; 8,250 beginning on June 24, 2011 and 8,500 beginning on June 24, 2012.
- (3) Exercisable according to the following vesting schedule: 8,250 beginning on November 19, 2010; 8,250 beginning on November 19, 2011 and 8,500 beginning on November 19, 2012.
- (4) Exercisable according to the following vesting schedule: 25% vested on January 4, 2010; 25% vested on April 1, 2010; 25% vested on July 1, 2010; and 25% will vest on October 1, 2010.
- (5) Exercisable according to the following vesting schedule: 8,250 beginning on August 23, 2011; 8,250 beginning on August 23, 2012 and 8,500 beginning on August 23, 2013.
- (6) Exercisable according to the following vesting schedule: 125,000 beginning on May 3, 2011; 62,500 beginning on July 1, 2011 and 62,500 beginning on October 1, 2011

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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