

MEDIFAST INC
Form 4
December 03, 2014

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 *
**SHEETZ MARGARET
MACDONALD**

(Last) (First) (Middle)

**C/O MEDIFAST, INC., 3600
CRONDALL LANE**

(Street)

OWINGS MILLS, MD 21117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDIFAST INC [MED]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2013

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 & COO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock					95 ⁽¹⁾	I	By Spouse
Common Stock	02/19/2013		A		4,000 ₍₂₎ A \$ 0 4,095	I	By Spouse
Common Stock	05/17/2013		F		1,414 ₍₃₎ D \$ 28.05 2,681	I	By Spouse
Common Stock	02/05/2014		A		1,875 ₍₂₎ A \$ 0 4,556	I	By Spouse
Common Stock	03/17/2014		F		657 ₍₃₎ D \$ 27.82 3,899	I	By Spouse

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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)	8. I	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options	\$ 24.26	02/19/2013		A	2,000	<u>(4)</u> 02/19/2023		Common Stock	2,000
Stock Options	\$ 26.52	02/05/2014		A	2,000	<u>(4)</u> 02/05/2024		Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEETZ MARGARET MACDONALD C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	X		President & COO	

Signatures

/s/ Margaret MacDonald
Sheetz 12/03/2014

**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 were acquired by the reporting person's spouse prior to the date on which the reporting person and her spouse were married. A Form 5 filed on February 14, 2014 erroneously reported that these shares were gifted to the reporting person on June 19, 2007. The Form 5 is being amended to correct this error and these shares will be reflected in the reporting person's indirect holdings in future Section 16 filings.

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- (2) These shares were granted to the reporting person's spouse after the date on which the reporting person and her spouse were married and should have been reflected in the reporting person's Section 16 filings as shares held indirectly.

These shares were withheld by the Company in order to cover taxes associated with the vesting of shares previously issued to the

- (3) reporting person's spouse. The transaction was effected after the reporting person and her spouse were married and should have been reflected in the reporting person's Section 16 filings.

These retention stock options, which were issued to the reporting person's spouse under the 2012 Share Incentive Plan, will vest annually

- (4) in equal installments over a period of three years, beginning on the first anniversary of the grant date. These transactions were effected after the reporting person and her spouse were married and should have been reflected in the reporting person's Section 16 filings.

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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