

BALLY TOTAL FITNESS HOLDING CORP
 Form 4
 December 06, 2005

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 *
MORGAN HAROLD

2. Issuer Name and Ticker or Trading Symbol
BALLY TOTAL FITNESS HOLDING CORP [BFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8700 WEST BRYN MAWR AVENUE
 (Street)
 CHICAGO, IL 60631
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Chief Admin. Officer

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/02/2005		M	35,000	A	\$ 4.125	291,921 D
Common Stock	12/02/2005		M	1,000	A	\$ 6.04	292,921 D
Common Stock	12/02/2005		S	36,500	D	\$ 6.65	256,421 D
Common Stock	12/02/2005		S	25,300	D	\$ 7.59	231,121 D
Common Stock	12/02/2005		S	25,700	D	\$ 7.25	205,421 D

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Common Stock	12/02/2005	S	1,000	D	\$ 7.09	204,421	D
Common Stock	12/02/2005	S	1,000	D	\$ 7.01	203,421	D
Common Stock	12/02/2005	S	89,600	D	\$ 7	113,821	D
Common Stock	12/02/2005	S	2,500	D	\$ 6.71	111,321	D
Common Stock	12/02/2005	S	19,400	D	\$ 6.7	91,921	D
Common Stock	12/02/2005	S	500	D	\$ 7.57	91,421	D
Common Stock	12/02/2005	S	600	D	\$ 7.55	90,821	D
Common Stock	12/02/2005	S	2,800	D	\$ 7.45	88,021	D
Common Stock	12/02/2005	S	600	D	\$ 7.35	87,421	D
Common Stock	12/02/2005	S	100	D	\$ 7.27	87,321	D
Common Stock	12/02/2005	S	2,300	D	\$ 7.25	85,021	D
Common Stock	12/02/2005	S	3,600	D	\$ 7.22	81,421	D
Common Stock	12/02/2005	S	500	D	\$ 7.01	80,921	D
Common Stock	12/02/2005	S	2,900	D	\$ 7	78,021	D
Common Stock	12/02/2005	S	3,700	D	\$ 6.94	74,321	D
Common Stock	12/02/2005	S	5,500	D	\$ 6.9	68,821	D
Common Stock	12/02/2005	S	200	D	\$ 6.85	68,621	D
Common Stock	12/02/2005	S	300	D	\$ 6.82	68,321	D
Common Stock	12/02/2005	S	2,700	D	\$ 6.79	65,621	D
Common Stock	12/02/2005	S	1,300	D	\$ 6.75	64,321	D
	12/02/2005	S	100	D	\$ 6.58	64,221	D

Common Stock							
Common Stock	12/02/2005	S	2,600	D	\$ 6.51	61,621	D
Common Stock	12/02/2005	S	2,400	D	\$ 6.49	59,221	D
Common Stock	12/02/2005	S	2,300	D	\$ 6.44	56,921	D
Common Stock	12/02/2005	S	1,000	D	\$ 6.75	55,921 ⁽¹⁾	D

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

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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 Option (right to buy)	\$ 4.125	12/02/2005		M	35,000	02/28/1997 ⁽²⁾	02/28/2006	Common Stock	35,000
Stock Option (right to buy)	\$ 6.04	12/02/2005		M	1,000	05/15/2004	05/15/2013	Common Stock	60,000 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN HAROLD 8700 WEST BRYN MAWR AVENUE			Sr. VP, Chief Admin. Officer	

CHICAGO, IL 60631

Signatures

/s/ Harold Morgan By Marc Bassewitz,
Agent

12/06/2005

__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) Includes 921 shares owned directly and restricted stock awards of 55,000 shares owned directly. (The forfeiture provisions on all other previously reported restricted stock awards lapsed.)
- (2) All options were exercisable as of 2/28/00.
- (3) 40,000 shares subject to this option grant were exercisable as of 5/15/05. The remaining 20,000 shares will be exercisable as of 5/15/06.

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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