

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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- (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.

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.